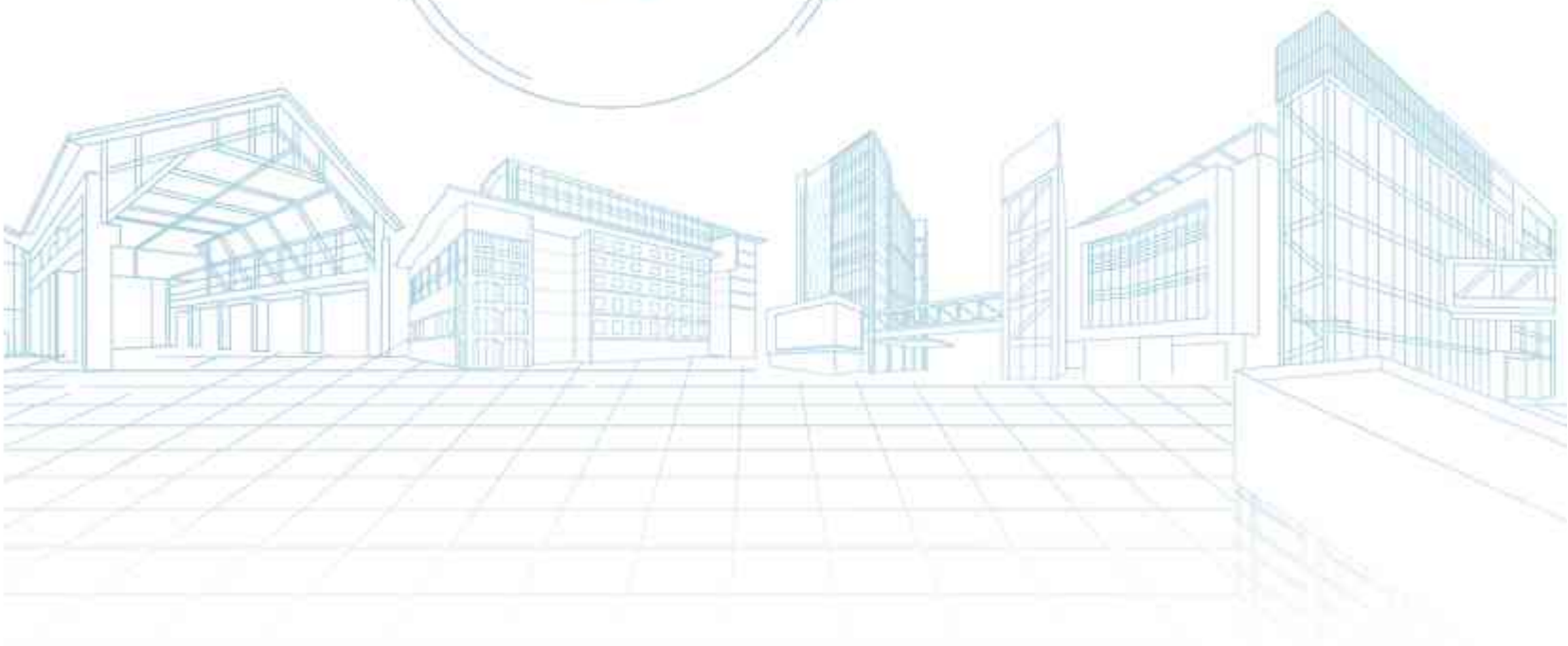
BBS

...excel your expectation

ANNUAL REPORT 2024-2025



Bangladesh Building Systems PLC.

(Pre-Engineered Steel Building Manufacturer)

be Safe with steel Building

...excel your expectation



LETTER OF TRANSMITTAL

All Valued Members of the Company,
Bangladesh Securities and Exchange Commission (BSEC),
Registrar of Joint Stock Companies & Firms of Bangladesh (RJSC & FB),
Dhaka Stock Exchange PLC (DSE),
Chittagong Stock Exchange PLC (CSE).
Other Stake Holders of Bangladesh Building Systems PLC.

Annual Report for the year ended 30 June, 2025

Dear Sir,

We are pleased to enclose a copy of the annual report together with the Audited Financial Statements including Statement of Financial Position, Statement of Profit or Loss and other Comprehensive Income, Statement of Changes in Equity and Statement of Cash Flows for the year ended 30 June, 2025 along with notes thereon, Auditors' and Directors' report for your record/necessary measures.

Yours Sincerely,

Mohammad Sohel
Company Secretary (Acting)

Date : 01 December, 2025

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NOTICE OF THE 22ND ANNUAL GENERAL MEETING

Notice is hereby given that the 22ND ANNUAL GENERAL MEETING of the Members of Bangladesh Building Systems PLC. will be held on Tuesday, the 23rd December, 2025 at 10:00 am. through Hybrid System in combination of Physical Presence (**Venue: Factory Premises, Jaina Bazar, Telehate, Sreepur, Gazipur**) and using Digital Platform through the following registration link: https://bbs.bdvirtualagm.com to transact the following businesses.

AGENDA

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended June 30, 2025 together with the reports of the Directors' and the Auditors' thereon.
2. To approved dividend for the year ended June 30, 2025 as recommended by the Board of Directors of the Company.
3. To elect/re-elect the Directors in terms of the relevant provision of the Articles of Association.
4. To appoint the Statutoray Auditors of the Company for the year 2025-2026 and to fix their remuneration.
5. To appoint the Corporate Governance Compliance Auditor of the Company for the year 2025-2026 and to fix their remuneration.

By Order of the Board,

Dated: 01 December, 2025

Mohammad Sohel
Company Secretary (Acting)

NOTES:

- Pursuant to the Bangladesh Securities and Exchange Commission's (BSEC) Directive No. BSEC/CMRRCD/2009-193/08; dated March 10, 2021, the AGM will be held through Hybrid System in combination of Physical Presence and by using Digital Platform.
- Member's name appearing in the Member/Depository Register as on Record Date i.e. November 17, 2025 will be eligible to attend the AGM.
- Pursuant to BSEC Notification No. BSEC/CMRRCD/2006-158/208/Admin/81 dated June 20, 2018, soft copy of the Annual Report 2024-2025 will be sent to Members respective email addresses as available with the Company. The Annual Report 2024-2025 shall also be available at the company's website:-www.bbspeb.com.
- A Member entitled to attend and vote at the AGM may appoint a Proxy to attend and vote instead. Duly filled Proxy Form must be deposited to the Company's Share Office or sent through email at least 48 hours before commencement of the AGM at secretary@bbspeb.com or saif@bbspeb.com.
- Pre-registrations for attending the virtual meeting shall open from December 22, 2025 at 10.00 am. Detailed process for registration and participation will be available at: www.bbspeb.com.
- Members may submit their questions in advance to secretary@bbspeb.com or saif@bbspeb.com.
- No gift/benefit in cash or kind shall be paid to the holders of equity securities in terms of Clause (c) of the Notification No. SEC/SRMI/2000-953/1950 dated October 24, 2000 for attending the Annual General Meeting of the Company.

  For any technical assistance to participate in Virtual Annual General Meeting, please contact to: 8801717-316220.

CORPORATE **DIRECTORY**

Board of Directors

- Engr. Md. Abu Noman Howlader
  Chairperson
- Engr. Hasan Morshed Chowdhury
  Managing Director
- Engr. Mohammad Badrul Hassan
  Director
- Engr. Mohammad Ruhul Majid
  Director
- Mr. Md. Enayet Hossain
  Independent Director

Executive Committee

- Chairperson
  Engr. Hasan Morshed Chowdhury
- Member
  Head of all Departments
- Secretary of the Committee
  Mr. Tarun Kanti Ghosh

Audit Committee

- Chairperson
  Mr. Md. Enayet Hossain
- Member
  Engr. Mohammad Badrul Hassan
  Engr. Mohammad Ruhul Majid
- Secretary of the Committee
  Company Secretary

Nomination and Remuneration Committee

- Chairperson
  Mr. Md. Enayet Hossain
- Member
  Engr. Mohammad Badrul Hassan
  Engr. Mohammad Ruhul Majid
- Secretary of the Committee
  Company Secretary

Risk Management Committee

- Chairperson
  Engr. Mohammad Ruhul Majid
- Member
  Engr. Hasan Morshed Chowdhury
  Engr. Mohammad Badrul Hassan
  Mr. Md. Enayet Hossain
  Mr. Md. Mamun Howlader (CFO)
- Secretary of the Committee
  Company Secretary

Environment & Social Responsibility Committee

- Chairperson
  Mr. Md. Enayet Hossain
- Member
  Engr. Mohammad Badrul Hassan
  Engr. Mohammad Ruhul Majid
- Secretary of the Committee
  Company Secretary

Company Secretary (Acting)

- Mr. Mohammad Sohel

Chief Financial Officer

- Mr. Md. Mamun Howlader

Head of Internal Audit

- Mr. Md. Parves Alam

Listed with Stock Exchanges

- Dhaka Stock Exchange PLC
- Chittagong Stock Exchange PLC

STATUTORY AUDITORS
T. Hussain & Co.
Chartered Accountants

CORPORATE GOVERNANCE COMPLIANCE AUDITOR
Haruner Rashid & Associates

LEGAL ADVISOR
Mr. Jahirul Islam Khan, Advocate

BANKERS OF THE COMPANY
United Commercial Bank PLC.
NRB Commercial Bank PLC.
Duch-Bangla Bank PLC.

CORPORATE OFFICE
01, Mohakhali C/A,
Advanced Noorani Tower (Level-08),
Dhaka-1212.
Tel: +88-02-222288917
E-mail : info@bbspeb.com
Web : www.bbspeb.com

SALES & MARKETING OFFICE
Configure Bepari Tower (3rd Floor),
GA-64, Progoti Shoroni
Middle Badda, Dhaka-1212.
Tel: +88-02-222294771
Fax: +88-02-222260772
E-mail : info@bbspeb.com
Web : www.bbspeb.com

REGISTERED OFFICE
Factory Premises, Jaina Bazar,
Telehate, Sreepur, Gazipur.

SHARE OFFICE
01, Mohakhali C/A,
Advanced Noorani Tower (Level-08),
Dhaka-1212.
Tel: +88-02-222288917

CHITTAGONG OFFICE
Kader Tower (4th Floor)
128, Jubilee road, Chittagong.

FACTORY
Jaina Bazar, Telehate,
Sreepur, Gazipur.

COMPANY PROFILE

INTRODUCTION:

Bangladesh Building Systems PLC. (BBS PLC) is a leading manufacturer of quality Pre-Engineered Steel Building especially in the Industrial & Commercial Sector in Bangladesh. BBS PLC's steel construction products are typically made of steel and are used primarily to strengthen, support and connect joints in Industrial and commercial construction projects. The Company's steel construction products enhance the safety and durability of the structures in which they are installed and can save time and labor costs. Pre-engineered steel construction products contribute to structural integrity and resistance to seismic, wind and other forces. BBS PLC is the benchmark for the Pre-Engineered Steel Building Manufacturers of Bangladesh.

On 30 October, 2010 the Company registered itself as Public Limited Company under the Companies Act, 1994. The Company is listed with two burses like Dhaka Stock Exchange PLC (DSE) and Chittagong Stock Exchange PLC (CSE) in Bangladesh. BBS PLC designs its products in compliance with the latest and building codes (IBC 2006, BNBC 2009, AISC 2005, AWS 2008) equipped with state of the art machinery and technology, including fully automated, sub-merged arc welding lines from USA.

VISION-MISSION

"A winning Industrial Leader Creating Superior Values for Business & Community" Winning the confidence and trust of markets and stakeholders is inherently built in the nature. Industrial leadership and competence takes us beyond manufacturing and into other Industries. Business and Community are joint beneficiaries of our superior value creation towards mutual posterity.



CORPORATE ROLE

BBS PLC ripens and ropes the vision and strategic alleyway of its business through common strategic initiatives and its functions of Accounts & Finance, Engineering, Implementation, Administration and Human Resources, Information Technology, Corporate Communications, Legal and Corporate Affairs & Share department and Factory management as well. Its aims are closely drawn to achieve the following strategic ends:

(a) A pledge to new product development through the use of state-of-the-art technology and the consolidation of IT environments;
(b) Upkeep of the premier quality reassurance standards, replicated in a range of transnational quality certifications;
(c) The persistent expansion and development of transnational markets, while sustaining governance in the home market of Bangladesh;
(d) Investment in training and career development for employees;
(e) The sales and Marketing employees are further to an Emerging Markets & South Asia promotion and Marketing Code which has become firmly established as the cornerstone of performance with integrity value;
(f) Key managers of the company went different professional institutions and rigorous training and workshop of embedding the BBS PLC value name "Quality First".

INDUSTRY AND MARKET TRENDS

Based on trade periodicals, participation in trade and professional associations and communications with governmental and quasi-governmental organizations, Private Sectors and with customers and suppliers, BBS PLC believes that a variety of events and trends have resulted in significant developments in the markets that BBS PLC serves. The Company's products are designed to respond to increasing demand resulting from these trends.

Natural disasters throughout the world have focused attention on safety concerns relating to the structural integrity of large buildings. In this fact, Government of our Country is thinking to build-up the sophisticated Buildings with Pre-Fabricated Steel. In the long run, the demand of the Steel Building will be visible in every sector. In this regard, BBS PLC uses sophisticated software to facilitate the design and marketing of its product systems.

Besides that the industry is subject to significant volatility due to real estate market cycles, fluctuations in interest rates, the availability or lack of credit to builders, developers and consumers, inflation rates, weather and other factors and trends.

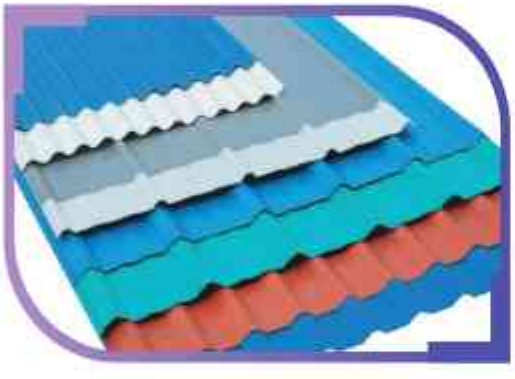
BUSINESS STRATEGY

Bangladesh Building Systems PLC designs, manufactures and sells products that are of high quality and performance, easy to use and cost effective for customers. The Company provides rapid delivery of its products and prompt engineering and sales support. BBS PLC intends to continue efforts to increase market share in PEB product by maintaining frequent contact with customers, as well as private organizations that provide information to building code officials, both to inform them regarding the quality, proper installation, capabilities and value of products and to update them about product modifications and new products that may be useful or necessary. To attract new customers, we also intend to continue to sponsor seminars to inform architects, engineers, contractors and building officials on appropriate use, proper installation and identification of our products and to continue to invest for advertisements, utilizing social media to connect and engage with customers and to help them do their jobs more efficiently.

Based on its communications with customers, engineers, architects, contractors and other industry participants, BBS PLC believes it has strong brand-name recognition, which will assist in the acceptance of new products in current and new markets, both domestic and international.

The Company's long-term strategy is to develop, acquire or invest in product lines or businesses that have the potential to increase the Company's earnings per share over time and that-

- Trading of Roof Sheets & Purlin
- Trading of Purlin





PRODUCTS

BBS PLC manufactures and markets building products (Pre Engineered Steel Building) and is a recognized brand name in Industrial and commercial applications. This type of product is called a customized product. The availability of the production or finished goods depends on the Customer order.

WHAT WE DO

BBS PLC is able to offer a complete process of high-quality steel structure, including: consultancy, design, fabrication, erection, and after-sales services. This integrated production process will bring to our customers huge advantages of an optimal solution, high-quality products and perfect customers services.



Consultancy



Design



Fabrication



Erection

APPLICABLE DESIGN CODE

We follow applicable design code as given below:



AISC 360-05
Design Code



AWS 2008
Welding Code



IBC 2009
International Building Code



BNBC 2020
Bangladesh National Building Code



AISI 2007
Cold Formed Code



ASCE/SEI 7-05
Minimum Design Loads for Buildings and Other Structures



WBMS 2010

DRAWING, DESIGN & DETAILING SOFTWARE

We use the following drawing, design & detailing software.



- STAAD Pro (V8i)
- TEKLA (18)
- Auto CAD
- BOCAD

MATERIAL SPECIFICATIONS

MATERIAL SPECIFICATIONS

Below are BBS PLC standard material specifications that will be used in the project

No.	Components		Specifications	Strength
1	Built-up		ASTM A572 Grade 50 / Q355 / Q345B or Equivalent	F_y = 34.5 kN/cm²
2	Hot Rolled	Tubes	Q235B / SS400/ SPHC/ Q195	F_y = 23.5 kN/cm²(Min.)
		Channels	Q235 / SS400/ Q345B	F_y = 23.5 kN/cm²(Min.)
3	Cold Formed		ASTM A653M GR. 50, Z275 Zero or Regular Spangle, Al-P, Galvanized	F_y = 34.5 kN/cm²
4	Wall, Roof & Liner Panel		ASTM A792M, Grade 340/ 550, AS 1397/IS 15961, Z1.01, AZ 150, SMP/SPE/SDP/RMP	F_y = 34.5 kN/cm²
5	Mezzanine Deck Panel		ASTM A792M / ASTM A653 / SGC440 / SGH440 /S350GD/ Q345B or Equivalent, Grade 50, Coating Z275, Galvanized	F_y = 34.5 kN/cm²
6	X-Bracing	Rods	ASTM A36 or equivalent	F_y = 23.5 kN/cm²
		Angles	ASTM A36 or SS 400	F_y = 23.5 kN/cm²
		Cable	6x37+IWRC	T.S. = 1770 N/mm²
7	Anchor Bolts		ASTM A36 or equivalent and Grade 60 or Equivalent	F_y = 23.5 kN/cm² or T.S. = 620 N/mm²
8	Nut, Bolt & Washer	Bolt	DIN 933, Grade 8.8, Electro galvanized	F_t = 30.3 kN/cm²
		Nut	DIN 934, Grade 8.0, Electro galvanized	
		Washer	DIN 125, Electro-galvanized	
9	Shear Stud		ISO 13918	

Fy– Yield Strength; Ft – Allowable Tensile Stress; Fu– Ultimate Tensile Strength; Pu – Minimum Breaking Load. T. S. – Minimum Breaking Load.

SALES AND MARKETING

BBS PLC's sales and marketing programs are implemented through its Central Sales and Marketing. Mass advertisement is not required for this product. The brand name "BBS" is much more popular to the Customers in this sector. The sales force maintains close working relationships with customers, develops new business, calls on architects, engineers and building officials in different programs. The Team dedicates substantial resources to customer service. And Engineers not only design and test products, but also provide engineering support for customers.
Based on its communications with customers, BBS PLC believes that its products are important to its customers' businesses, and it is Company's policy to ship products within a few days of receiving the order, with many of the orders shipped the same day.

The Major & regular customers are ACI Group, Akij Group, Basundhara Group, Bengal Group, Beximco Pharmaceuticals Ltd., Incepta Pharmaceuticals Ltd., British American Tobacco (Bd.) Ltd., BSRM Group, Energypac Power Generation Ltd., Envoy Group, EON Group of Industries, Epic Garments (EPZ), Esquire Group, Fakir Group, Gazi Group, GBB Group, Grameen Phone Ltd., Hamim Group, ICDDRB, Ifad Group, Incepta Pharmaceuticals Ltd., JIT Group, Kazi Farms Group, Lira Group, Marico Bangladesh Ltd., Max Industries Ltd., Meghna Group, Mondol Group, Mongla Port Authority, Nasir Group, Nafco Group, Nassa Group, Nortex Textile Mills Ltd., Opex Group, OTOBI, Palmal Group, Paragoan Group, Partex Group, Perfetti Van Melle (Bd.) Ltd., Patromax Cylinder Ltd., Pran RFL Group, Prantik Group, Rangs Group, Runner Group, Square Group, Standard Group, STS Group, Thermax Group, Tosrifa Industries Ltd., Unilever BD Ltd., Urmi Group, Vitacan Industries Ltd., Viyellatex Group, Well Group, Youth Group, Dhaka Metro Rail Project, Rooppur Nuclear Power Plant and others.

MANUFACTURING PROCESS

BBS PLC designs and manufactures most of its standard products. It has concentrated on making its manufacturing processes as efficient as possible without compromising the quality or flexibility necessary to serve the needs of its customers. The Company has developed and uses automated manufacturing processes. Its innovative manufacturing systems and techniques have allowed it to control manufacturing costs, even while developing both new designed and products that meet customized requirements and specifications.



Manufacturing process has three separate stages to manufacture three main constituting components including:

Primary Members: Colum, Beam
Secondary Members: Purlin, Door
Sheets: Roof sheet, wall cladding, flashing & others



Primary Members include the process of Cutting, Hole Punching, Assembling, Welding and connection details welding, Surface cleaning and painting etc.
Secondary Members include the process of Forming, Hole punching and painting
Sheets include the process of all kinds of steel panels are rolled from the high-quality steel, zincalume-coated cold-rolled steel with undercoat painting.

COMPETITION

BBS PLC faces a variety of competition in all of the markets in which it participates. This competition ranges from large national or international corporations to small regional manufacturers. While price is an important factor, BBS PLC also competes on the basis of quality, breadth of product line, proprietary technology, technical support, availability of inventory, service (including custom design and manufacturing), field support and product innovation. As a result of differences in structural design and building practices and codes, our markets tend to differ by region. Within these regions, BBS PLC competes with companies of varying size, several of which also distribute their products nationally or internationally.



RAW MATERIALS

The principal raw material used by Hot rolled coil, Cold rolled Coil, MS Plate, Sheets and accessories etc.

The Company's practice is to seek cost savings and enhanced quality by purchasing from a limited number of Local and Foreign suppliers. The steel industry is highly cyclical and prices for the Company's raw materials are influenced by numerous factors beyond SST's control, including general economic conditions, competition, labor costs, foreign exchange rates, import duties, raw material shortages and trade restrictions.The steel market continues to be dynamic, with a high degree of uncertainty about future pricing trends.



SEASONALITY AND CYCLICALITY

The Company's sales are seasonal and cyclical. Operating results vary from quarter to quarter and with economic cycles.



ENVIRONMENTAL, HEALTH AND SAFETY MATTERS

The Company is subject to environmental laws and regulations governing emissions into the air, discharges into water, and generation, handling, storage, transportation, treatment and disposal of waste materials. The Company believes that it has obtained all material licenses and permits required by environmental, health and safety laws and regulations in connection with the Company's operations and that its policies and procedures comply in all material respects with existing environmental, health and safety laws and regulations. The Company aslo achieved ISO 14001:2015 & ISO 45001:2018 certification to maintain health, safety & environment policies according to International Standard.

EMPLOYEES AND LABOR RELATIONS

As on 30th June, 2025, full-time employees and workers of the Company were 280 nos. The Company believes that it's overall compensation and benefits for the most part meet industry averages and that its relations with its employees are good. The Company benefits its employees by WPPF and Two Festival Bonus etc.

AVAILABLE INFORMATION

The Company's all information are available in the website "www.bbspeb.com" and also the websites of the Stock Exchanges. Printed copies of any materials will also be provided as per policy on request.

KEY MANAGEMENT PERSONNEL

KEY MANAGEMENT

- **Engr. Hasan Morshed Chowdhury**
  Managing Director
- **Mr. Md. Mamun Howlader**
  Chief Financial Officer
- **Mr. Mohammad Sohel**
  Head of Corporate Affairs & Company Secretary (Acting)
- **Mr. Md. Aminul Islam**
  GM (Production)
- **Mr. Gazi Shabbir Hasan**
  DGM (HR & Admin)
- **Engr. Ferdaus Khan**
  AGM, Sales
- **Engr. Mahfuz Ahmed**
  AGM (Design)
- **Mr. Tarun Kanti Ghosh**
  Head of Customer Service
- **Mr. Md. Hasibul Islam**
  Head of Commercial & Procurement
- **Mr. Md. Parves Alam**
  Head Of Internal Audit & Compliance
- **Engr. Zillur Rahman**
  Manager, Implementation


CUSTOMERS
We live up the expectations of a responsible organization by contributing to the improvement in the quality of life of our customers through outstanding product & services.
SHAREHOLDERS
We provide a reasonable return to our shareholders while safeguarding their investment.
COMMUNITY
We conduct our business by conforming to the ethics of our country and share the social responsibility of the less fortunate.
COMPETITORS
We respect our competitors and recognize their contribution to the market value.
SUPPLIERS
We develop our suppliers to be partners in progress and share our growth with them.
EMPLOYEES
We respect each other as individuals and encourage cross functional teamwork while providing opportunities for career development.
OUR CORPORATE VALUES

CERTIFICATIONS









CERTIFICATIONS



CPG

CERTIFICATE OF REGISTRATION

THIS IS TO CERTIFY THAT THE QUALITY MANAGEMENT SYSTEM OF

Bangladesh Building Systems P.L.C.

James Bayne, Tejkuni,
Srijan Gazipur-1740
BANGLADESH

has been assessed and is found to be complying with the requirements of the International Standard mentioned below for the following Goods and Services. Further clarifications regarding the scope of this certificate and the applicability of the requirements of

ISO 9001:2015

may be obtained by consulting the certificate issuer.

Fabrication, Erection, supply, erection & after sales service of pre-engineered steel structure.

IAF

JAS-ANZ

Certification Partner Global



গণপ্রজাতন্ত্রী বাংলাদেশ সরকার
পরিবেশ অধিদপ্তর
গাজীপুর জেলা কার্যালয়
পানজিরি ভবনের
হাট-৯২/১৪(৬ তলা), প্লট-৫, সাউথ এভেন্যু
কাশবন, জয়দেবপুর, গাজীপুর
www.doe.gov.bd



ছাড়পত্র নিশিন্দ

Message from Chairperson



Dear Respected Shareholders
Assalamu-alaikum,

"On behalf of the board of Directors, it is my distinct honor to welcome each of you to the 22nd Annual general Meeting of Bangladesh Building Systems PLC. We deeply value your trust and partnership. As per BSEC notification, the Annual General Meeting is held through hybrid system in order to ensure active participation of all members of the Company and the regulatory bodies.

On this important occasion, I am pleased to share with you the Annual Report for 2024-2025. This report reflects a thorough and transparent review of the Company's financial health. You know that the evolving challenges in the local and global economic landscape, the inflation, national and geopolitical conflicts and currency fluctuations have impacted our business.

Despite facing national and global challenges in the Financial Year 2024-2025, the Company generated the revenue 593 million, Net profit (96.54) million, Net wealth 1,749 million. Furthermore, Earnings Per Share (EPS) stands to Tk.(0.59), Net Asset value per Share (NAV) Tk.10.74 and Net Operating Cash Flow Per Share (NOCFPS) Tk. 1.13. Details of the company's operational and financial performance for the year review, we have discussed it on the chapter "Management Discussion & Analysis" of this annual Report.

In view of the current financial position of the Company, the Board has recommended no dividend for the financial year 2024-2025 which will be placed for approval before shareholders in the 22nd AGM. The Board will continue to assess the company's capital structure based on the goals and strategies as well as the financial position. The company is trying to recover its financial strength overcoming various challenges in the year coming ahead.

I would like to express my appreciation to various parties who had given BBS PLC their utmost support. Our sincere gratitude to valued shareholders for their continuous faith and confidence in us all these years. Our sincere thanks also to our financiers, clients, business partners, consultants and the regulatory authorities for their unwavering support and co-operation.

On behalf of the Board, I wish to give special thanks to each and every of our employees who has remained loyal and dedicated to the Company and continue to persevere during the year. To the Management Team, I would like to express my utmost appreciation for their dedication and unrelenting commitment to steer the Company and to make sure the sustainability of the Company.

I would also like to express my appreciation to my esteemed colleagues on the Board for your wise counsel, astute financial insight and broad strategic thinking. I look forward for your continued enthusiasm, wisdom and co-operation in guiding the Company through the challenges in the year ahead. With that being said, let us together work hand-in-hand towards our goal to enhance the performance and value of Bangladesh Building Systems PLC. Finally, I expect good health and safe living of all.

Thank you,

Engr. Md. Abu Noman Howlader
Chairperson
Date: 27-10-2025



PROFILE OF
BOARD MEMBERS

be Safe with steel Building

environment



Engr. Md. Abu Noman Howlader
Chairperson

Engr. Md. Abu Noman Howlader is the Chairperson and holds the Non-Executive position of the Company. He was born in Bhola district in 1973. He completed his B.Sc. in Mechanical Engineering from the Bangladesh University of Engineering Technology (BUET). As a key visionary founder of this Company, he has a very strong background in scientific research engineering technology. To explore the great potential of such a high tech project requires leadership with cutting edge knowledge in relevant technology. Mr. Noman has that sort of potential leadership to lead this Company into the high tech industrialization era of Bangladesh.
He was awarded "কবি নজরুল স্বর্ণ পদক-২০১১", Business Asia Award as a "Best Entrepreneur of the year 2010-2011". He was awarded "National Business Award" arranged by The Financial Mirror, Golden Pen Awarded by Bangladesh Trade Catalogue.

He is also awarded as "Asia's Greatest Leader 2018" by Asian Business and Social Forum, Singapore. Mr. Noman was nominated as Commercially Important Person (CIP) from Ministry of Industries for his contribution to the country's economy by establishing industries and creating employment opportunities.

He is an honorable Chairperson of BBS Cables PLC. which is a renowned Company of Cables Industry in Bangladesh and also the Chairman of Nahee Aluminum Composite Panel PLC., Nahee SS Pipes Industries Ltd., Nahee Geo-Textile Industries Ltd., Dynamic Cars Ltd., Helix Wire & Cables Industries Ltd., BBS Readymix Ltd., BBS Metallurgic Industries Ltd., BBS Cables (Unit-2) Ltd., BBS Media Ltd., BBS Electric Industries Ltd. and BBS Infrastructure Ltd.

Mr. Noman is the Founder of Abdul Hannan Howlader Secondary School, Donor Member of Karimganj Secondery School and Telehate Higher Secondery School.



Engr. Hasan Morshed Chowdhury
Managing Director

Engr. Hasan Morshed Chowdhury is the Managing Director of Bangladesh Building Systems PLC. He is a Civil Engineer. He completed his graduation from the Bangladesh University of Engineering Technology (BUET). He was born in 1972 in Gaibandha district.

He started his professional career in "Multi-Build" under the Management of Jonson Control-USA. In his service under Multi-Build, he worked in Singapore, Sri Lanka & India. He gained valuable experience by getting training on "Building Management System, Air Conditioning System, Fire Protection System & Safety Issue" under direct supervision of an USA expert Professor Mr. John. He is a fellow member of IEB. He is the Member of All Community Club (ACCL), Capital Recreation Club & Uttara Club and BUET Graduates Club.

He is also the Senior Vice President of Steel Building Manufacturing Association of Bangladesh (SBMA).

He is the Director of BBS Cables PLC, BBS Infrastructure Ltd., BBS Metallurgic Industries Ltd., BBS Readymix Ltd., Xiamen Reflective Insulations Ltd., BBS Distributions Ltd., BBS Cables (Unit-2) Ltd., Helix Wire & Cables Industries Ltd., BBS Media Ltd. and BBS Electric Industries Ltd.



Engr. Mohammad Badrul Hassan
Director

Engr. Mohammad Badrul Hassan is a Director and holds the Non-Executive position of the Company. He was born in 1975 in Noakhali district. He completed his Graduation in Civil Engineering from I.I.T. Kanpur, India in 1997. He completed Masters in Advanced Engr. Management from the Bangladesh University of Engineering Technology (BUET).

He is also the honorable Managing Director of BBS Cables PLC. He is the Director of Xiamen Reflective Insulations Ltd., BBS Cables (Unit-2) Ltd., BBS Metallurgic Industries Ltd., Helix Wire & Cables Industries Ltd., BBS Readymix Ltd., BBS Infrastructure Ltd., BBS Media Ltd. and BBS Electric Industries Ltd. He took various business related professional courses at home and Abroad.

He is also the Member of All Community Club (ACCL), Uttara Club, Army Golf Club, Baridhara Cosmopolitan Club, Capital Recreation Club, Rotary Club & the Malaysia Chamber of Commerce & Industry.



Engr. Mohammad Ruhul Majid
Director

Engr. Mohammad Ruhul Majid is a Director and holds the Non-Executive position of the Company. He is a Civil Engineer who completed his graduation from the Bangladesh University of Engineering Technology (BUET). He was born in 1972 in Chittagong district.

He started his professional career as a site supervisor in "Jamuna Bridge Project" under Hyundai Corporation in 1996. During his service in "Jamuna Bridge Project", he was awarded "Best Supervisor" in safety matter.

He is a Fellow Member of IEB. He was awarded "Best Organizer" of CESA, BUET in 1996. He is also the Member of BUET Graduates Club, Engineers Club Jatara, All Community Club (ACCL), The Capital Recreation Club Ltd., Army Golf Club and Uttara Club Ltd.

Mr. Ruhul is the Director of BBS Infrastructure Ltd., Xiamen Reflective Insulations Ltd., BBS Metallurgic Industries Ltd., BBS Cables PLC., BBS Cables (Unit-2) Ltd., Helix Wire & Cables Industries Ltd., BBS Readymix Ltd., BBS Distributions Ltd., BBS Media Ltd. and BBS Electric Industries Ltd. He is also the Chairman of Reyes Ltd.



Md. Enayet Hossain
Independent Director

Mr. Md. Enayet Hossain was born in January 01, 1956 in Barguna District. He completed his Masters' Degree in Arts from Dhaka University. He also completed Diploma in Banking, Fellowship in Valuation and Management (WCO), Brussels. He is Retd. Member of Custom, Excise & VAT (NBR) & Ex-officio Additional Secretary (IRD). He passed BCS Examination in 1982 & Joined in Bangladesh Civil Service in 1983.

He worked as Assistant Commissioner, Deputy Commissioner, Joint Commissioner and Additional Commissioner in different Commissionerates of Custom, Excise and VAT. He was former director at VAT Intelligtence, Audit & Investigation. He was commissioner of Bond commissionerate from 1999 to 2003 & Commissioner of Dhaka South & North, Rajshahi, Sylhet Commissionerate from 2003 to 2009.

He was the member of NBR at Administration, Excise & VAT (Policy and Implementation and IT) from 2010 to 2015. He was also President of Appellate Commissionerate, CEVAT, Dhaka for 02 years. He has taken local and foreign training program from different institutions. The local training programs were foundation training in PATC and CETA and foreign training programs were Intellectual Property Rights, Wpo, Geneva, Switzerland; Border Securities Arranged by Home Land Security, USA; Custom and VAT Modernization, Wallington New Zealand; Transaction Value Arranged by ADB, Singapore; Pre-shipment in Tokyo, Japan, Sydney & Melbourne, Australia, Jakarta, Indonesia, Cape-Town, Jonesburg, South Africa.



Mr. Md. Mamun Howlader is the Chief Financial Officer (CFO) of the Company with over 22 years of experience in Finance & Accounts, Banking, Commercial and Corporate management.

He is a member of the Executive Committee of the Company. He worked in Finance & Accounts department of Silicon View Computer, Speed Builders and Engineers Ltd. Mr. Mamun holds B.Com from National University. He is also the Chairman of the Trustee Board of Workers Profit Participation and Welfare Fund of the company.

Mr. Mamun is involved with various social welfare activities.

Md. Mamun Howlader
Chief Financial Officer

Mr. Mohammad Sohel is the Company Secretary with over 15 years experience in Business, Finance & Accounts (F&A), Capital Market Issues, Marketing, Corporate Governance, Corporate Management, Internal Control System, Corporate Tax & Vat.

He is also the secretary of the Board Committees of the company.

Mr. Mohammad Sohel holds M.Com from National University and MBA from Prime University. He is completed the Chartered Financial Officer (Course) from COL. He is also enrollment with Institute of Cost and Management Accounts of Bangladesh (ICMAB).



Mohammad Sohel
Company Secretary (Acting)



DIRECTOR'S **REPORTS**

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environment

DIRECTORS' REPORT

Dear Valued Shareholders

Assalamu-alaikum,

On behalf of the Board of Directors and Management, I welcome you all to the 22nd Annual General Meeting (AGM) of the Bangladesh Building Systems PLC. (BBS PLC). it is my privilege to place before you the operating result, Directors' report together with the Annual Financial Statements of the Company for the year ended 30 June, 2025 along with the report of the auditors thereon for your valued consideration, approval and adoption. The report is generated in compliance with the Companies Act, 1994 and Bangladesh Securities and Exchange Commission Notification No: BSEC/CMRRCD/2006-158/207/Admin/80, dated: June 03, 2018.

INDEPENDENT DIRECTORS:

The Independent Directors have been appointed in the Board as per the guidelines by BSEC. The Independent Directors have been performing their duties and responsibilities efficiently for the greater interest of the company. BBS PLC is really benefited for their services. The details resume are disclosed on page 18 of this Annual Report.

CHAIRPERSON AND MANAGING DIRECTOR:

The Chairperson and The Managing Director of the Company are different individuals. The roles of the Chairperson and the Managing Director are clearly established, set out in writing and agreed by the Board to ensure transperancy and better governance.

CHAIRPERSON:

Engr. Md. Abu Noman Howlader is the Chairperson of the Company. The profile of the Chairperson is disclosed on page 16 of this Annual Report. He is playing role as Non-Executive Director of the Company.

MANAGING DIRECTOR:

The Shareholders of the Company have been approved the re-appointment of Managing Director Engr. Hasan Morshed Chowdhury for the next five years in 20th AGM. The profile of the Managing Director is disclosed on page 16 of this Annual Report.

THE DIRECTORS REPORT TO SHAREHOLDERS ON:

INDUSTRY OUTLOOK AND POSSIBLE FUTURE DEVELOPMENTS IN THE INDUSTRY:

The detials of Industry outlook and future developments in the Industry are disclosed on page 35 of this Annual Report.

SEGMENT OR PRODUCT WISE PERFORMANCE:

Bangladesh Building Systems PLC. is a pre-engineered steel building manufacturer. Business activities of BBS PLC are not recognized on the basis of differences in products and services or variations in geographical areas of operations. BBS PLC has been manufacturing the steel structure in its factory and when the structure has left the factory, BBS PLC recognized that the product has been sold out. Basically, BBS PLC has to sale a package to its potential buyers. So, no need to show the performance of segment-wise or product wise performance.

RISKS AND CONCERNS:

Every business faces uncertainties or risks in its operating environment, which, if not managed and mitigated, would not only disrupt the achievement of its strategic and operational objectives but may also cause losses that could result in financial and reputational loss as well. As with other co-existing companies, Bangladesh Building Systems PLC's business is also exposed to diverse risks that arise both from internal as well as external fronts. The Company has always been prepared for issues stemming from competing markets, operational issues, legal knots, interest and exchange rate volatilities and potential changes in policies at the national or global level. However, BBS PLC has a befitting risk management policy and a periodic monitoring system to address the concerns and uncertainties that are likely to hit the Company's business activities, operations, liquidity and financial position for future performances. This aspect is discussed in the "Risk Factors & Management Perception" section of the Annual Report on page 36-38.

DISCUSSION ON COST OF GOODS SOLD, GROSS PROFIT MARGIN AND NET PROFIT MARGIN:

The details of COGS, Gross Profit Margin and Net Profit Margin are disclosed on pages 29-30 of this Annual Report.

MANAGEMENT DISCUSSION AND ANALYSIS

The details of management discussion and analysis are disclosed on pages 27-28 of this Annual Report.

DISCUSSION ON CONTINUITY OF ANY EXTRA-ORDINARY GAIN OR LOSS:

During the year, there is no extra ordinary gain or loss in the business.

BASIS FOR RELATED PARTY TRANSACTIONS:

Detailes of the related party transaction has been given of this annual report on pages 114-115.

UTILIZATION OF PROCEEDS FROM PUBLIC ISSUES, RIGHTS ISSUES AND/OR THROUGH ANY OTHERS INSTRUMENTS:

Utilization of proceeds from public issues is subject to previous accounting year and it was complied accordingly. Company had no unutilized IPO fund since 2014. The Company is maintaining a stable financial performance.

SIGNIFICANT VARIANCE BETWEEN QUARTERLY AND ANNUAL FINANCIAL STATEMENTS:

The Company has registered a significant variance between quarterly and annual financial statements for the year ended 30th June, 2025 compared to the Financial Statements for the year ended 30th June, 2024.

The Revenue for Q1, Q2, Q3, Q4 and annually for the year ended 30th June, 2025 has been increased/(decreased) by -36%, 26%, -14%, -77% and -28% subsequently compared to Q1, Q2, Q3, Q4 and annually for the year ended 30th June 2024 due to decreasing of industrilization and infrastructure development of the country as well as instable of political situation.

The Gross profit and profit after tax fluctuate during the year due to decreasing of sales, other income and non-operating income of the Company.

REMUNERATION TO DIRECTORS INCLUDING INDEPENDENT DIRECTORS:

Directors are remunerated as per the decision of the Board. Non-executive directors and Independent directors are not remunerated except board attendance fee. The detailed report of the Directors' Remuneration is disclosed on pages 114-115 of this annual report.

DIRECTORS' DECLARATION AS TO FINANCIAL STATEMENTS:

The Board of Directors are also pleased to make the following declarations in their report:

a) The financial statements prepared by the management of the Company fairly presents its state of affairs, the result of its operations, cash flows and changes in equity;

b) Proper books of accounts of the Company have been maintained;

c) Appropriate accounting policies have been consistently applied in preparation of the financial statements and that the accounting estimates are based on reasonable and prudent judgment;

d) International Accounting Standards and International Financial Reporting Standards as applicable in Bangladesh have been followed in preparation of the financial statements and any discrepancies have been adequately disclosed;

e) The system of internal control is well structured and has been effectively implemented and monitored;

f) There are no significant doubts upon your Company's ability to continue as an ongoing concern basis;

g) Significant deviations from last year in operating results of the Company are highlighted and the reasons have been explained in financial results and profit appropriation;

h) Significant plans and decisions, such as future prospects, risks and uncertainties surrounding the Company has been outlined under the relevant captions of this report;

SYSTEM OF INTERNAL CONTROL:

The company maintains a sound internal control system which gives reasonable assurance against any material misstatement of loss. Details of the internal control is stated on pages 39-40 of this annual report.

GOING CONCERN:

While approving the financial statements, the Directors have made appropriate enquires and analyzed significant operating and indicative financials which enabled them to understand the ability of the Company to continue its operations for a foreseeable future. The Directors are convinced and have a reasonable expectation that the Company has adequate resources and legal instruments to continue its operations without interruptions. Therefore, the Company adopted the going concern basis in preparing these financial statements.

OPERATING RESULTS:
FINANCIAL PERFORMANCE

Particulars	2024-2025 (Taka)	2023-2024 (Taka)
Turnover	592,912,876	828,828,755
Cost of Goods Sold	(470,342,957)	(681,074,539)
Gross Profit/(Loss)	**122,569,919**	**147,754,216**
Operating Expenses	(62,833,820)	(83,605,843)
Operating Profit	**59,736,099**	**64,148,373**
Others Income	8,780,083	43,170,339
Finance Cost	(159,912,307)	(136,568,423)
Net Profit/(Loss) from Operation	**(91,396,125)**	**(29,249,711)**
Non Operating Income	-	60,541,175
Contribution to WPPF	-	-
Share of Profit from Associate	-	(1,490,070)
Net Profit/(Loss) before Tax	**(91,396,125)**	**29,801,394**
Income Tax Expenses	(5,151,717)	(17,822,275)
Net Profit/(Loss) after Tax	**(96,547,842)**	**11,979,120**

KEY OPERATING AND FINANCIAL DATA FOR THE 6 YEARS:

The key operating and financial data as required herein attached on Page 28 of this Annual Report.

CONTRIBUTION TO NATIONAL EXCHEQUER:

During the year the Company has contributed BDT 112.86 million to the National Exchequer as Income Tax including Customs Duty and Value Added Tax.

APPROPRIATIONS OF NET PROFITS:

The Directors are present the financial results for the year 2024-2025 and recommend the following appropriations: During the year 2024-2025, net profit after tax of the company was amounting to Tk. (9.65) crore as compared to Tk. 1.20 crore in the year 2023-2024. Keeping these in view of the Directors would like to report the Company's financial results for the year that ended on 30 June, 2025 with the recommendations for appropriation as follows:

	Amount in Crore Taka	
Particulars	**2024-25**	**2023-24**
Net Profit for the year ended 30 June	(9.65)	1.20
Profit brought forward	(11.95)	(12.34)
Profit available for appropriaition	(21.61)	(11.14)
Appropriations:		
Proposed Stock Dividend	-	-
Proposed Cash Dividend (0.5%)	-	(0.81)
Transferred to Retained Earnings	(21.61)	(11.95)

DIVIDEND:

The company follows a prudent dividend policy. It considers a fair return to the shareholders while ensuring that the profits retained are invested in the business for expansion, growth and higher profitability. The management feels that a fair return should be given to the shareholders from the earnings, but for the year 2024-2025 the company incurred loss due to the political unrest & economic crisis of the Country. So the board recommended no dividend for the year endend on 30th June, 2025 and will be placed for consideration and approval by the Shareholders in the ensuing 22nd AGM.

JUSTIFICATION OF DIVIDEND

The Board of Directors' has recommanded no dividend for the year ended on 30th June, 2025 due to incurred loss and negative retained earnings of the Company.

INVESTMENT IN SISTER CONCERN:

The sister concern is BBS Cables PLC, where the Company has invested BDT 200 million and holding 13.46% of equity. BBS Cables PLC. is a renowned company in Bangladesh. The Board of the BBS Cables PLC has recommended no dividend for the year ended 30 June, 2025.

INTERIM DEVIDEND:

No bonus share/stock or cash dividend has been declared as interim devidend during the period by the board of directors of the company.

BOARD, BOARD MEETINGS AND ATTENDANCE:

There were six Directors in the Board during the year. The Board Meetings were held on for the 6 (six) times during the year. Details of the Board, Board Meetings and Attendance are disclosed on page 46 of this Annual Report.
N.B. Major Md. Sabir Ahmed, psc, Independent director retired on September 27, 2025.

PATTERN OF SHAREHOLDINGS:

The pattern of Shareholding is disclosed in the Annexure-D and Page no 65 of this Annual Report.

DIRECTORS' RETIREMENT AND RE-APPOINTMENT:

With regard to the appointment, retirement and re-appointment of Directors, the Company is governed by its Articles of Association, the Companies Act, 1994 and other related legislations. Accordingly, the following Directors of the Board will retire at this Annual General Meeting. Engr. Mohammad Badrul Hassan and Engr. Mohammad Ruhul Majid are eligible for re-appointment. Brief profile of the Directors being proposed for re-appointment is given on page 17 of this Annual Report, which fulfill condition 1(5)(xxiv) of the Corporate Governance Code of BSEC.

CHANGES IN THE BOARD:

During the year under review, there was a change in the Board. Major Md. Sabir Ahmed, psc, Independent director retired on September 27, 2025. After that the board is comprised of 5 (five) Directors. We are trying to appoint a female independent director in compliance with the BSEC/CMRRCD/2009-193/76/PRD/151; date 04-04-2024. BSEC appointment period has been extended till december 31, 2025.

NON–EXECUTIVE DIRECTORS:

During the period under review, the Board of Directors of the Company is comprised of 6 (Six) Directors. Among them, Five Directors are Non-Executive and One Director is Executive.

CEO, CS, CFO AND HIAC:

The company appointed Engr. Hasan Morshed Chowdhury as Managing Director/CEO, Mr. Mohammad Sohel as Company Secretary (Acting), Mr. Md. Mamun Howlader as Chief Financial Officer and Mr. Md. Parves Alam as Head of Internal Audit & Compliance (HIAC). The Board of Directors is clearly defined respective roles, responsibilities and duties for each individuals.

ATTENDANCE IN CFO, CS AND HIAC IN THE BOARD MEETING:

In each Board meeting CFO, CS and HIAC were invited and then attended on the Board Meetings and contributed significantly to the Meetings.

BOARD COMMITTEES:

The Board of Directors has formed five sub-committees of the Board. These are Executive Committee, Audit Committee, Nomination and Remuneration Committee, Risk Management Committee and Environment & Social Responsibility Committee.

EXECUTIVE COMMITTEE

The Board has formed Executive Committee which is consisting of Managing Director and all Head of the Departments duly nominated by the Board and as per service rules of the Company. The Managing Director, Engr. Hasan Morshed Chowdhury is the Chairperson of the Committee. The Committee is working as per Terms of Reference (TOR) approved by the Board. Mr. Tarun Kanti Ghosh, Head of Customer Service Department is the Secretary of the Committee.

AUDIT COMMITTEE

The Board has formed an Independent Audit Committee (AC) comprising of 03 (three) members, all of whom are non-executive Directors having adequate versatile and financial competence as specified in the Terms of Reference (TOR) prescribed by Bangladesh Securities and Exchange Commission (BSEC) duly approved by the Board. Majority of the AC members are financially literate. The AC has full access to both the Internal and External Auditors who, in turn, have access at all times to the Chairperson of the AC.

The objectives of the AC are, amongst others, to provide additional assurance to the Board by giving an objective and independent review of the Company's financial, operational and internal control procedures. The AC is also tasked with reinforcing the independence of the Company's Internal and External Auditors, thereby ensuring that the auditors have autonomy and independence in their audit process. The details of the Audit Committee's report is disclosed on pages 72-73 of this Annual Report.

NOMINATION & REMUNERATION COMMITTEE:

The Nomitation & Remuneration Committee as a Sub-Committee of Board has been reformed with the Independent Director as Chairperson and two others Directors as member, the Company Secretary acts as Secretary to the committee. In order to evaluate the Board of Directors and to determine and recommend to the Board about the remuneration of the Directors, Executive Directors and Top Management of the Company which ensures that the remuneration arrangements are designed to attract, retain and motivate the Executive Directors and Top Management needed to run the Company successfully.

The Committee is working as per the code approved by the Board. The activities of the committee during the year are explained on pages 74-75 of this annual report.

RISK MANAGEMENT COMMITTEE:

The Risk Management Committee of the Company of comprising 1 (One) Independent Director, 2 (two) Non-Executive Directors, Managing Director and Chief Financial Officer was established with the primary objective of assisting the Board in the following:

- Overseeing the Company's risk management framework and policies;
- Ensuring that Management maintains a sound system of internal controls and risk management; and
- Determining the nature and extent of significant risks which Management has taken in achieving the Company's strategic objectives.

The Company Secretary is the Secretary of the Committee.

The Company's internal audit function assists the Board and Audit Committee in providing an independent assessment of the adequacy and effectiveness of the Company's internal control risk management and governance processes.

The details of the Risk Management is given in the Statement on Risk Management and Internal Control on pages 39-40 of this Annual Report.

ENVIRONMENT AND CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:

The Board of Directors of the Company has formed the Committee for making policy and implementation of Environment and Social Responsibilities. The Committee is comprised of 01 (one) Independent Director and Two Non-Executive Directors. The Company Secretary is the Secretary of the Committee.

It's one objective is to ensure continuous compliance with all legal environmental requirements and the Company's Health, Safety and Environmental ("HSE") Policy. The Committee is also responsible for monitoring CSR activities and also the management of the Fund. The activities of the Committee is disclosed on page 46 of this Annual Report.

FINANCIAL STATEMENTS CERTIFIED BY MD/CEO AND CFO:

The Managing Director and the Chief Financial Officer have certified the Financial Statements after review to the Board and they believed that these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading. Their statement of certification is enumerated in this Annual Report as Annexure-A on page 76.

COMPLIANCE REPORT ON CORPORATE GOVERNANCE GUIDELINES:

As part of its corporate policy, BBS PLC has always strived to maintain high standards of compliance in corporate governance. The company's corporate governance charter, outlined in the corporate governance charter, governs the way the company will be operated and managed and the process in place to ensure high standards of transparency, accountability and integrity.

COMPLIANCE STATUS:

We are pleased to confirm that the Company has compiled with all necessary guidelines in accordance with the requirement of BSEC Notification No. BSEC/CMRRCD/2006-158/207/Admin/80 dated 03 June 2018. The status of Compliance is attached on pages 50-63 in Annexure-C of this annual report.

The company obtained a certificate from Haruner Rashid & Associates, Chartered Secretaries in practice regarding compliance of conditions of corporate governance Guidelines of the Commission, which is enclosed in Annexure-B on page 49 of this Annual report.

EMPLOYEE BENEFITS:

Apart from the salaries and wages paid to the employees, the company offers other benefits as well. This includes Bonus, Transport Facilities and WPPF accordingly in the past years.

MINORITY INTEREST:

BBS PLC believes that good Corporate Governance involves open and trusting cooperation between all stakeholders involved in the Company, including the owners of the Company - the Shareholders. The Board of Directors is committed to ensuring the highest standards of governance designed to protect the interests of all stakeholders, including the rights of its minority shareholders while promoting integrity, transparency and accountability. The Board of Directors shall at all times act in a manner that will be in the best interest of the Company.

APPOINTMENT OF STATUTORY AUDITORS AND CORPORATE GOVERNANCE COMPLIANCE AUDITOR:

As per the Companies Act 1994 and the Articles of Association of Bangladesh Building Systems PLC., the statutory auditors of the Company, "**T. HUSSAIN & CO.**", Chartered Accountants, shall retire at this AGM. The Firm has expressed their willingness to be re-appointed.
As per audit committee's suggestion, the Board has recommended "**T. HUSSAIN & CO.**", Chartered Accountants; Address: HB Tower (1st Floor) 23/G/1, Free School Street Panthapath, Dhaka-1205, Bangladesh for re-appointment as Statutory Auditors of the Company for the year 2025-2026 and they have conveyed their willingness to accept for appointment for the said period at the fee of BDT 3,50,000 (Three Lac Fifty Thousand) plus VAT which will be placed for approval by the shareholders in the ensuing 22nd AGM.

In compliance with the BSEC Corporate Governance Code, the Board appointed "**HARUNER RASHID & ASSOCIATES**", Chartered Secretaries as Compliance Auditor of the Company at a fee of BDT 50,000/- plus VAT for the year 2025-2026 and the said appointment will be placed for approval by the Shareholders in the ensuing 22nd AGM.

ACKNOWLEDGEMENT:

We would like to express our sincere appreciation and thanks to all the honorable members, employees of the Company who exemplified the BBS PLC's spirit of putting the patient and customer first.

The Board also recognizes the contributions received from banks & financial institution, insurance companies, National Board of Revenue (NBR), Bangladesh Securities and Exchange Commission (BSEC), Dhaka Stock Exchange PLC (DSE), Chittagong Stock Exchange PLC (CSE), Central Depository Bangladesh Limited (CDBL), various Government authorities, suppliers, vendors, customers, end users, different medias and lastly the individuals and agencies who have helped us accomplished what we are today. We are honor bound to continue to uphold this trust that we hold so dear to our heart.

With the support of every one of you and other stakeholders, we excitedly expect even better results in the days coming ahead In-Sha-Allah!

On behalf of the Board,

Mohammad Sohel
Company Secretary (Acting)
Date: 27-10-2025

(Engr. Md. Abu Noman Howlader)
Chairperson
Date: 27-10-2025

Dear Valued Shareholders

Assalamu-alaikum,

I would like to express my heartfelt thanks to all of you and various sectors of society for their concern and support to the Company.

We have passed a challenging financial year 2024-2025 due to the indecision of the clients for industrialization. The private sector of the country has faced an unrest financial market which impacts directly for reducing the revenue of the companies as like us. I expect to improve the financial position for the upcoming financial year by overcoming the challenges.



MANAGEMENT DISCUSSION & ANALYSIS

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ACCOUNTING POLICIES AND ESTIMATION FOR PREPARATION OF FINANCIAL STATEMENTS

The financial statements of Bangladesh Building Systems PLC. have been prepared in accordance with International Financial Reporting Standards (IFRS), International Accounting Standard (IAS), the Companies Act 1994, the Securities and Exchange Rules 2020, relevant guidelines issued by the Bangladesh Securities and Exchange Commission and other applicable laws in Bangladesh. Detail description of accounting policies and estimation used for preparation of the financial statements of the Company are disclosed in the note 3 of the financial statements.

CHANGES IN ACCOUNTING POLICIES AND ESTIMATION

The Company has been following consistent policies and estimation. There are no such changes in Accounting policies or estimation which has material impact on financial statements of the Company.

COMPARATIVE ANALYSIS OF FINANCIAL PERFORMANCE, FINANCIAL POSITION AND CASH FLOWS

Major areas of financial performance, financial position as well as cash flows with immediate preceding five years are as follows:

(Amount in Million)

Reported number	2024-2025	2023-2024	2022-2023	2021-2022	2020-2021	2019-2020
Financial Performance(In million BDT)						
Revenue	593	829	938	1,197	939	876
Net Operating Profit	(91)	(29)	(150)	12	(157)	(85)
Profit befor Tax	(91)	31	(150)	331	(8)	158
Net Profit after Tax	(97)	12	(165)	269	(36)	109
Financial Position (in million BDT)						
Paid-up Capital	1,629	1,629	1,629	1,629	1,629	1,552
Shareholders' Equity	1,749	2,105	2,721	2,559	2,323	2,436
Total Assets	3,188	3,630	4,850	4,657	4,459	4,549
Total liabilities	1,438	1,525	2,128	2,098	2,136	2,112
Current Assets	1,862	1,943	2,329	2,558	2,391	2,639
Current libilities	710	710	1,137	1,452	1,502	1,585
Non current Assets	1,325	1,687	2,521	2,099	2,068	1,910
Non current liabilities	728	815	991	646	634	527
Cash flows (in million BDT)						
Net cash Generated from Operating Activities	183	250	154	70	289	(103)
Net cash used in investing Activities	5.1	66	22	226	(74)	61
Net cash used in financing Activities	(190)	(327)	(229)	(239)	(215)	56
Financial Ratios						
Current Assets to Current Liability	2.62	2.74	2.05	1.76	1.59	1.66
Debt to Equity	0.82	0.72	0.78	0.82	0.92	0.87
Operating Profit Margin	-15%	-3.53%	-16%	1%	-17%	-10%
Net Profit Margin	-16%	1.45%	-18%	22%	-4%	12%
Return on Equity	-6%	0.57%	-6%	10%	-2%	4%
Return on Assets	-3%	0.33%	-3%	6%	-1%	2%
Ordinary Share Information						
Ordinary Share outstanding (in Million)	163	163	163	163	163	155
Face Value per share	10	10	10	10	10	10
Net Assets Value per Share	10.74	12.92	16.70	15.70	14.26	15.7
Net Operating Cash Flow per Share	1.13	1.53	0.94	0.43	1.77	(0.66)
Earning per Share (basic)	(0.59)	0.07	(1.01)	1.65	(0.22)	0.70

REVIEW OF FIANACIAL PERFORMANCE:

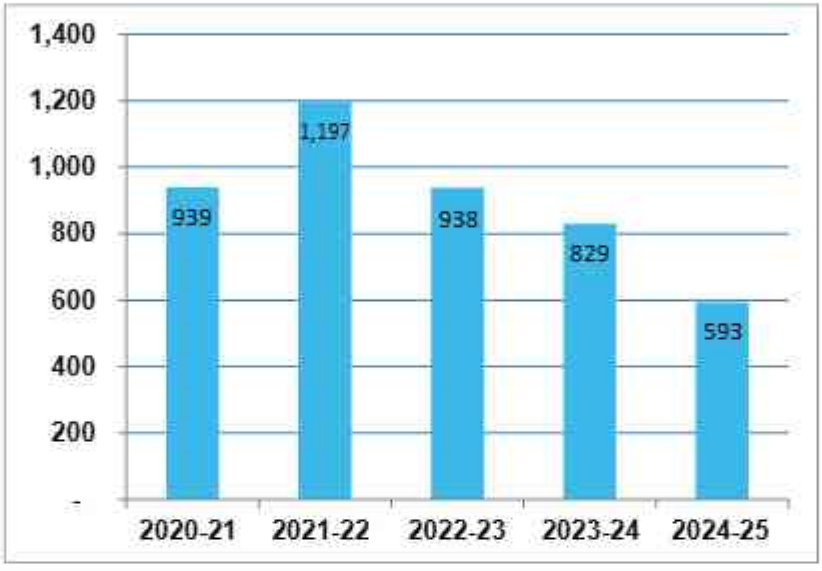
REVENUE PERFORMANCE

Total revenue reported in 2024-2025 was BDT.593 milion with 28% decrease comparatively with previous year, due to the decreaseing industrialization and infrastructure development of the Country as well as political unrest.

Amount in Million

Particulars	2024-2025	2023-2024	Change
REVENUE	593	829	-28%

Graphical Presentation of Revenue (05 Years)



COST OF GOODS SOLD (COGS)

For the year ended 30th June, 2025 cost of goods sold was Tk.470 million which was Tk. 681 million for comparative Year due to decreasing of total revenue and overhead.

Amount in Million

Particulars	2024-2025	2023-2024	Change
COGS	470	681	-31%

Graphical Presentation of COGS (05 Years)



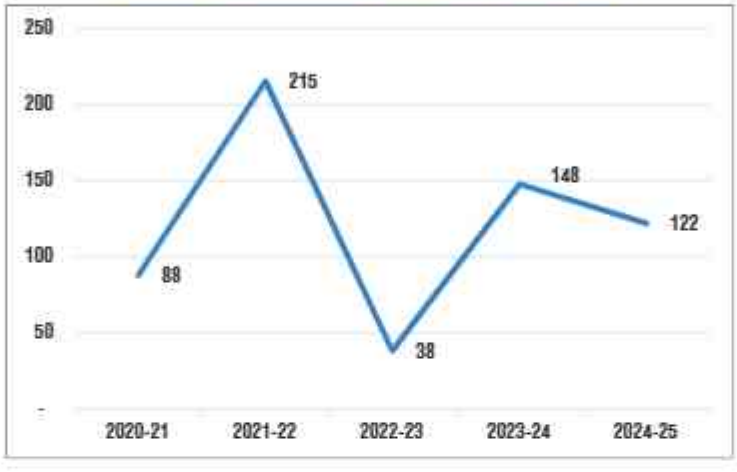
GROSS PROFIT MARGIN

For the Year ended 30 th June, 2025, Gross profit was Tk.122 milion which was Tk.147 milion in previous year. The gross profit margin was 21% wich was 18% in previus year, due to decrease of revinue and cost of goods sold of the company.

Amount in Million

Particulars	2024-2025	2023-2024	Change
Gross Profit	122	148	-17%
GP Margin	21%	18%	

Graphical Presentation of Gross Profit (05 Years)



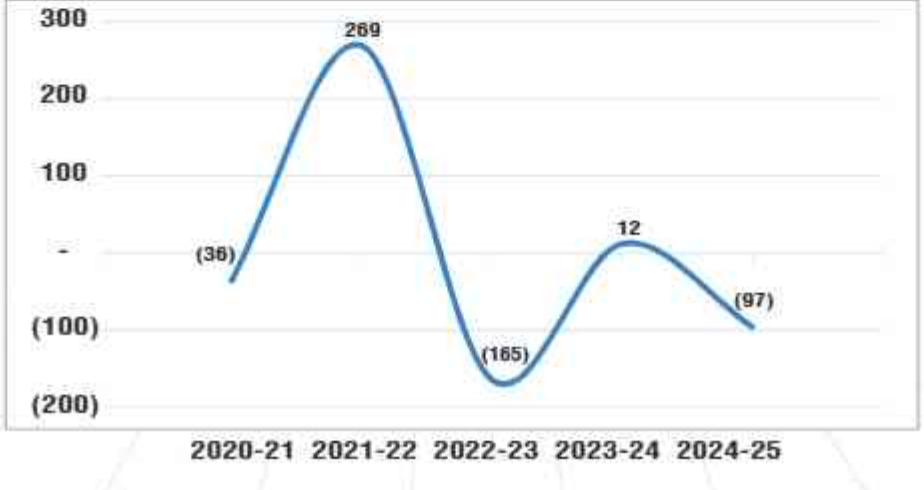
NET PROFIT MARGIN

Net Profit has stood Tk. (96) milion which was tk 12 milion in previous year. Net profit margin was (16.2) which was 1.4% in previous year. Net profit margin decreased due to decreasing the revenue, other income and non-operating income of the company.

Amount in Million

Particulars	2024-2025	2023-2024	Change
Net Profit	-97	12	900%
NP Margin	-16.2%	1.4%	

Graphical Presentation of Profit after Tax (05 Years)



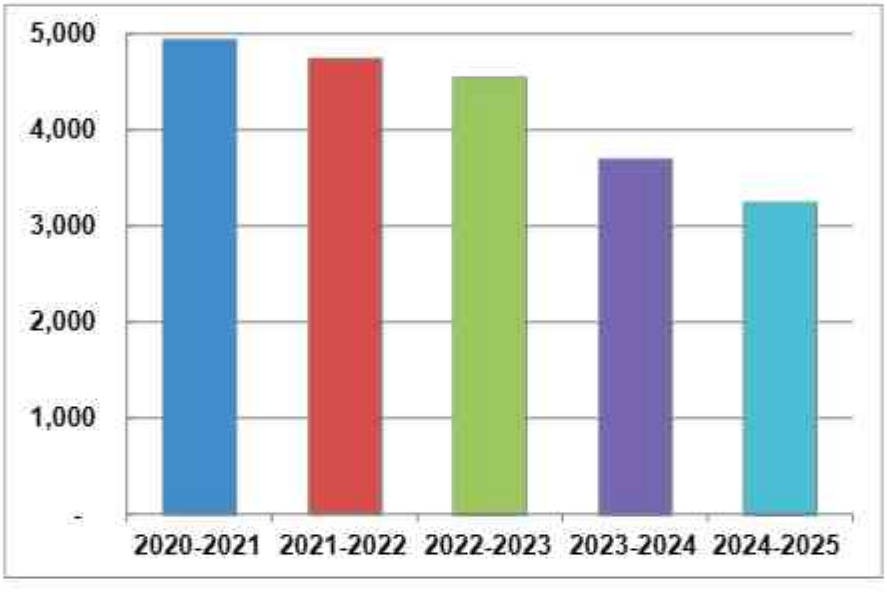
BALANCE SHEET

Assets: Total assets decreased by 442 milion in current year due to decreasing of the financial assets at fair value of the company.

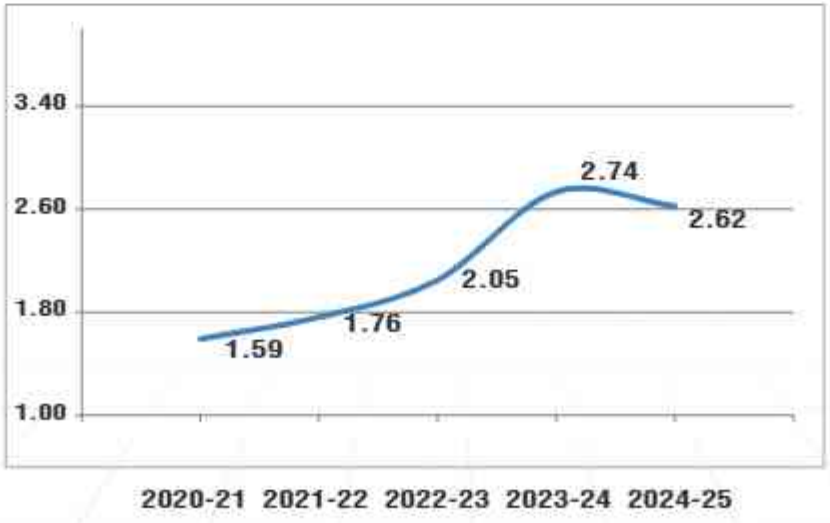
Liabilities: Total liabilities decreased by Tk. 87 milion in current year due to decreasing deffered tax liabilities and long term loan.

Equity: Total equity decreased by Tk.335 milion in current year due to decreasing fairvalue reserve and negative retain earnings of the company.

Graphical Presentation of Total Assets (05 Years)



Graphical Presentation of Current Ratio (05 Years)



FINANCIAL PERFORMANCE OF PEER INDUSTRY:

DOMINAGE STEEL BUILDING SYSTEMS LTD.					Amount in BDT.
Operational Results:	**2023-2024**	**2022-2023**	**2021-2022**	**2020-2021**	**2019-2020**
Turnover	187,729,653	333,443,469	449,026,637	475,081,252	565,252,592
Gross Profit	30,525,882	60,019,824	105,564,048	138,352,154	167,748,405
Profit After Tax	2,834,891	4,584,282	56,031,570	106,900,564	92,274,403
EPS	0.03	0.40	0.55	1.17	1.27
Net Asset Value (NAV)	17.13	17.23	17.23	17.04	21.23
Net Operating Cash Flow	0.04	1.40	2.61	2.77	4.28

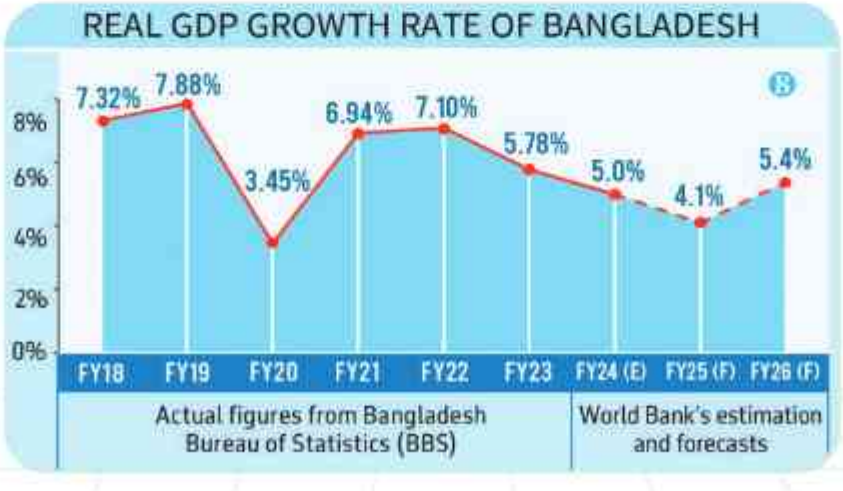
FINANCIAL AND ECONOMIC SCENARIO OF BANGLADESH:

Bangladesh's economy demonstrated resilience but faced significant headwinds during FY 2024-25. Provisional data from the Bangladesh Bureau of Statistics (BBS) placed GDP growth at 3.97 percent, compared with 4.22 percent in FY 2023-24. The Asian Development Bank (ADB) further revised its forecast to 3.9 percent, reflecting weaker domestic demand, political transition, industrial unrest, and flood-related disruptions in certain regions. Inflation remained persistently high throughout the year, but eased below 9 percent by June 2025, offering modest relief to households. The Bangladesh Bank responded with tighter monetary policies, including policy rate hikes and exchange rate measures, although structural constraints such as import dependence and supply bottlenecks continued to create inflationary pressure.

The external sector provided mixed signals. The trade deficit narrowed to about USD 13–14 billion in FY 2024-25, down from USD 22 billion a year earlier, largely due to reduced imports and modest growth in remittances, which rose by approximately 4 to 5 percent to nearly USD 24 billion. However, foreign exchange reserves declined further, standing at around USD 30–31 billion by mid-2025, highlighting ongoing balance-of-payments challenges. Fiscal pressures persisted as well, with NBR collections achieving just over 55 percent of the target by February 2025, while subsidy costs and interest payments continued to limit fiscal flexibility.

The financial system also came under strain, with broad money growth slowing to about 8.4 percent, below policy targets, and private sector credit expansion remaining subdued. Rising lending rates, fragile liquidity conditions, and non-performing loans weighed on banking stability. Meanwhile, the capital market experienced bouts of volatility, though overall market capitalization recorded modest growth, supported by investor confidence in selective manufacturing and telecom companies.

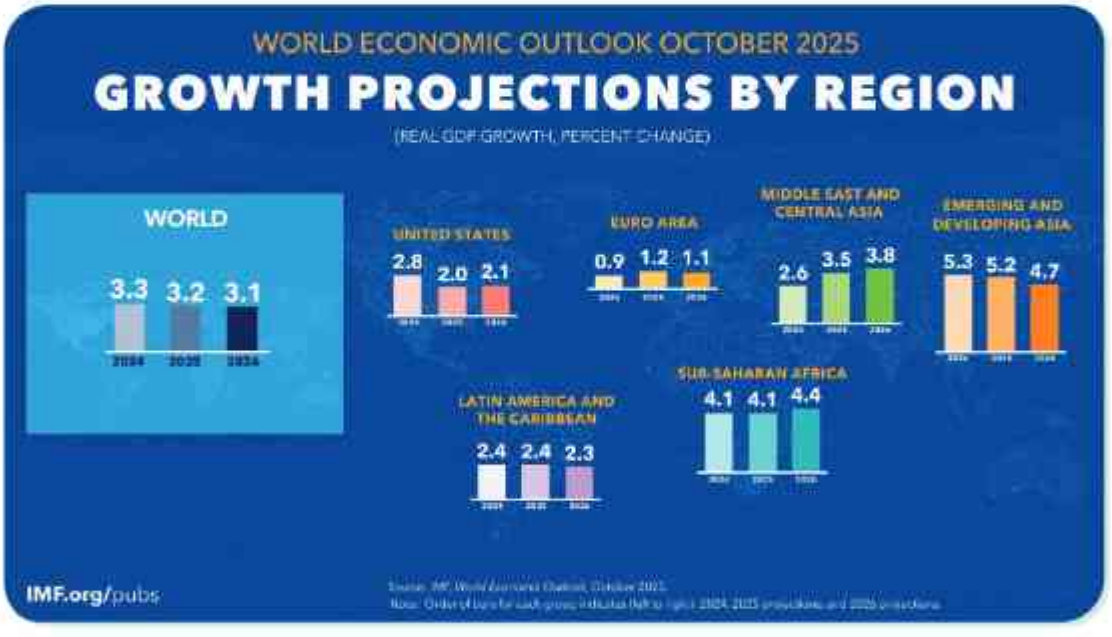
Looking forward, Bangladesh's economic recovery will hinge on ensuring political stability, effective inflation control, prudent foreign exchange management, and deep structural reforms in taxation, export diversification, and governance. Although GDP growth in FY 2024-25 slipped below 4 percent, projections indicate a rebound toward the 6–7 percent range in FY 2025-26, supported by stronger domestic demand, continued remittance inflows, and diversification into emerging export sectors such as electronics, leather, and agro-processing. With sustained policy reforms and investment in resilience, Bangladesh has the potential to restore its growth momentum and progress toward its medium-term development objectives.



GLOBAL ECONOMY:

The global economy in 2024–25 continued to face uncertainty, influenced by the long-lasting effects of the COVID-19 pandemic, persistent geopolitical tensions, and tighter global financial conditions. According to the IMF's World Economic Outlook (April 2025), global growth was estimated at around 2.8 percent in 2024 and is expected to remain broadly at this level in 2025. Advanced economies experienced the sharpest slowdown, with growth decelerating to about 1.6 percent due to subdued investment, weaker consumer demand, and the lagged impact of monetary tightening. In contrast, emerging markets and developing economies showed relatively stronger performance, expanding by around 4.2 percent, though they also struggled with high inflation, debt pressures, and supply chain vulnerabilities.

Global inflation, although moderate, remained above pre-pandemic averages. After peaking at 8.8 percent in 2022, inflation declined to 6.6 percent in 2023 and eased further to about 5.9 percent in 2024, with projections suggesting a decline to 4.5 percent in 2025. This moderation was driven by lower commodity prices, particularly energy, and the cumulative effects of tighter monetary policies across major economies. Nonetheless, inflation control remains a balancing act for central banks, which must prevent excessive tightening that could stifle fragile growth. Alongside these economic dynamics, geopolitical risks such as the Russia–Ukraine war, global trade fragmentation, energy transition challenges, and climate shocks continue to weigh on confidence and complicate the recovery path.



BUSINESS RISKS:

The Company recognizes that it may be exposed to certain anticipated or known risks that may have a material effect on its operations, performance, financial condition and liquidity.

In line with Bangladesh Securities and Exchange Commission's Corporate Governance Code disclosure requirements, the risks and strategies to mitigate such risks are discussed below:

Risk Category	Description of Risk	Possible Consequences	Mitigation Measures
External	External State of the PEB Industry	A decline in project tenders/offers: • A decline in revenue as the award of work orders slow down • Reduced operational expenditure (Opex) and capital expenditure (Capex) by clients	• Continuously be engaged with clients on upcoming projects/ work orders • Increase the client base and explore other opportunities • Innovate to remain competitive • Diversify into other industries to reduce over-reliance on a single industry • Reduce Opex and Capex as well as restructure loans and improve cash flow management
	Competition from existing competitors	• Loss of business • Loss of market share • Lower margins and profits	• Retain and employ a qualified and competent team to deliver a high-quality performance • Ensure close rapport and healthy relationships with clients • Provide competitive rates to clients • Explore and invest in new technologies • Provide better facilities, equipment and higher specifications
Regulatory	Non-compliance with rules and regulations of the Prime Regulators	• Fines/penalties imposed by the authorities • Loss of operating license • Additional costs incurred to comply with requirements • Negative publicity and reputational damage • Business operations disrupted	• Constant monitoring to ensure safety of security is not compromised • Manual monitoring by individual departments (for any changes and updates) • Close liaison with the local authorities • Establishment of a dedicated department to handle compliance matters
Financial	Inability to recover long-standing debts	• Bad debts • Tight cash flow which may adversely affect cash flow • Additional costs to recover debts	• Ensure credit checks are conducted • Conduct monthly credit meetings to review collections • Ensure close monitoring and follow up with Management • Initiate legal action where appropriate
Customer	Dependency on preferred customers	• Limited revenue base • Risk of single contract default • Key customer requests for discounts and cost reductions that affect margins	• Ensure participation in bids for other customers • Ensure participation in other business segments. • Ensure business diversification into other industries
	Obligated to contracted rates during the low price environment	• Financial impact • Higher costs from vendors/suppliers • Potential losses • Unable to deliver on the project	• Bulk orders to lower the cost • Price agreement with vendors for the longterm • Renegotiate term of contracts • Direct negotiations with vendors • Encourage multi-tasking
Suppliers	Non-compliance with the procurement process	• Integrity at risk • Decline in profit margins/financial losses • Overpriced tender submissions may result in losing bids • Delays on project execution and completion of projects • Poor quality supplier/sub-contractor selection and supplies	• Ensure existing SOPs are strictly adhered to conduct regular meetings and audits amongst procurement and the PMT (documented) • Ensure monthly reports by procurement on the Material Service Requisition ("MSR") status

INDUSTRY OUTLOOK AND POSSIBLE FUTURE DEVELOPMENTS IN THE INDUSTRY

The steel industry is one of fastest growing industrial sector in Bangladesh. The industry has emerged as a major contributor to the national economy meeting total local requirements and manufacturers are saving billions of dollars in foreign exchange. Steel structured buildings now have a strong hold in Bangladesh's construction sector.The main competitive advantage of this industry over the more traditional RCC building construction is the amount of time it saves.

The Pre-engineered steel Industry is mostly involved in building: High rises, Multi-storey Buildings, industries, Workshop, Warehouse Housing, Training Center, Gymnasium, Basket ball Court, Swimming pools, Markets, Shopping center, Bus Station, Police station, Border Posts, Grain storage, Steel framed commercial buildings and Waste/recycling facilities, commercial showrooms, distribution centers, restaurants, CNG stations, Fruit and vegetable Storage, Cold Storage, Equipment storage, Military Applications, Aircraft Hanger etc.

Presently, the annual demand for prefabricated steel buildings in Bangladesh is around 60,000 MT valuing BDT 9,900 million. Local companies meet around 85%-90% of the demand and the rest is imported. We are trying to grow up rapidly by recovering the business challenges

LAST FIVE YEARS GROWTH OF THE PEB INDUSTRY:

Year	Amount in Crore (Approx.)	% of Growth
2020-2021	610	-15%
2021-2022	640	5%
2022-2023	310	-52%
2023-2024	300	-3%
2024-2025	280	-7%



FUTURE PROSPECT OF THE INDUSTRY:

The Government of Bangladesh has taken initiative to develop some emerging sectors rapidly like Airport, Cantonment, Power Plant, Metro Rail, Inter-district Railway Expansion where Pre-fabricated steel Industry has remarkable opportunity to participate in these area of works. Our Govt. has developed economic zone for rapid growth of the Industrialization. So, we are large part of infrastructure develoment of those economic zones.

The Major competitors are PEB Steel Allince Ltd, Mcdonald, Steel Mark Ltd., Sarker Steel, Dominage Steel etc.



Forecast for Company's Operation: Besides a lot of challenges in the economy of the Country, Bangladesh Building Systems PLC. has plan to increase the holding of Major market share of the industry.

IN APPRECIATION

The Board and Management of Bangladesh Building Systems PLC. are grateful to the many parties who have once again played a part in helping us remain committed amidst a highly challenging year. Our sincere appreciation goes to our valued shareholders, customers and business partners for their confidence and belief in us amidst the turbulent times befalling our industry. We believe the worst is over and look forward to gaining some good momentum as we focus our efforts on returning to profitability. We also wish to convey our deep gratitude to our diligent and dedicated staff whose professionalism, perseverance and commitment to excellence helped us get through another testing year.

As we venture forth into a new financial year, BBS PLC is ready to overcome the challenges and embrace the opportunities before us. We call upon all stakeholders to continue lending us their worthy support as we work together to get back on the pathway to success.

Engr. Hasan Morshed Chowdhury
Managing Director
Date: 27-10-2025

RISK FACTORS & MANAGEMENT PERCEPTIONS

The factors described below may conceivably materially affect investors' decisions as investment in equity shares involves a high degree of risk. Bangladesh Building Systems PLC. (BBS PLC) is operating in a locally competitive industry involving both external and internal factors having direct as well as indirect effects on the investments. Investors should carefully consider all of the information in this report, including the risk factors, both external and internal, and management perceptions enumerated hereunder before making investment decision. If any of the following risks actually occur, their business, results of operations and financial condition could suffer, the trading price of their equity share could decline, and investors may lose all or part of their investment.

INTEREST RATE RISKS

Interest rate risk refers to the likely changes in the cash flows or future value of a firm because of changes in the interest rates in the market. Increase in interest rate increases the cost of borrowed funds for a company in case of floating rate loans. Increase in the interest rate burdens the company with additional financial charges and squeezes the profit of the company.

MANAGEMENT PERCEPTION

Interest rate risk is the risk where changes in interest rates of borrowed fund might adversely affect the financial condition of the Company. Interest/financial charges are to be paid against any kind of borrowed fund. Therefore, the fluctuation in the interest/profit rate obviously has an effect on the profitability of the Company. The Management of the Company is well aware of the volatility in the money market of our country. The Company has a very strong equity base with comparatively minimum dependence on bank loan, particularly on short-term fund from the Bank/Financial Institution. We monitor interest rates regularly and borrow money from the Bank/NBFI for the long term when interest rates are low. We keep the borrowings short-term during periods of high interest rates, and then lock in long-term loans when rates go back down. On the other hand, the Management of the Company is emphasizing on reducing our dependence on bank borrowing. Since BBS PLC borrows for long term from Banks with fixed interest rate and has a strong equity base, the management perceives that fluctuation of interest rate on borrowing would have little impact upon the performance of the company.

EXCHANGE RATE RISKS

Exchange rate risk mainly affects the operating results of those companies mainly dependent on import of raw materials whereas major portion of sales are local. Unfavorable volatility or currency fluctuation may affect the profitability of the Company. In case of export, sales increase of exchange rate will enhance the profitability of the Company.

MANAGEMENT PERCEPTION

Measuring and managing exchange rate risk exposure is important for reducing a firm's vulnerabilities from major exchange rate movements, which could adversely affect profit margins and the value of assets. An exchange rate change in the currency of denomination of any such contract will result in a direct transaction exchange rate risk to the firm. It is the risk that the Company may suffer losses because of adverse exchange rate movements during a period in which it has an open position in an individual foreign currency. The entire amount of foreign L/C for payments of raw materials is made in foreign currency. If the USD appreciates or Bangladeshi Taka depreciates then the company has to pay additional charge for L/C amount. BBS PLC has dependency on the foreign market for procurement of raw materials. BBS PLC is to import some of its raw materials from foreign market, but those raw materials are also available in local market. Depending on the price of raw materials in foreign and local market, foreign currency rate, lead time, foreign currency rate movement etc. we make our decision for procurement of raw materials. However, as a highly profitable company the foreign exchange fluctuation risk is not vital in case of LC retirement.

INDUSTRY AND MARKET RISKS

Industry risks refer to the impact that the country's industrial policy can have on the performance of a specific industry. Market risks are un-diversifiable risks that refer to the risks to an institution resulting from movements in market prices, in particular, changes in interest rates, foreign exchange rates, and equity and commodity prices.

MANAGEMENT PERCEPTION

Any industry is dependent on the policy of government and the international business scenario. BBS PLC's business operation is not exposed to cross border risks very much. The Government has industrial policy to develop industrial zones which will ensure sound business environment.

TECHNOLOGY RELATED RISKS

These are the risks associated with the use of modern technology in PEB sector in an efficient manner. Sophisticated technologies define modern desing software and robotic machineries.

MANAGEMENT PERCEPTION

At present, the world is going through technological revolution. Technology always plays a vital role for any business particularly for the enterprise engaged in production activities to ensuring better product quality, providing better services to the customers and minimizing costs of production of the Company. Pre-Engineered Steel Building Manufacturing is a technology-based industry and continuous technological improvement is an integral part of this business. The factory of BBS PLC established with modern machineries imported from Germany. BBS PLC is well aware of the need for regular up-gradation and maintenance of machinery and equipment. Moreover, a portion of the fund raised through issuance of shares used to procure new machineries that has increased the productivity and efficiency of BBS PLC. However, the Company has been using the latest technology and has the provision to cope with the modern technological requirement in future.

CHANGES IN POTENTIAL OR EXISTING GOVERNMENT REGULATIONS

Government regulations are broadly defined as imposition of rules by government, backed by the use of penalties that are intended to modify the economic behavior of firms in the private sector. There are various regulatory instruments in Bangladesh like taxation, quality assurance, price ceilings, rates of return, disclosure of information, standards and ownership ceilings etc.

MANAGEMENT PERCEPTION

The Company operates under Companies Act, government's fiscal policy, Bangladesh Securities and Exchange Commission rules and rules adopted by other regulatory bodies. Any abrupt changes of the policies formed by those bodies may impact the business of the company adversely. However, the Government has been emphasizing on the growth of this industry by providing tax facility and future infrastructure development by Steel Structure.

POTENTIAL CHANGES IN THE GLOBAL OR NATIONAL POLICIES

Global and national policies have huge impact on the performance of business in any sector. Pre-Engineered Steel Building sector is heavily dependent on the other sectors' growth and political situation, both nationally and globally. Any change in these policies may have adverse effects on the profitability of the business.

MANAGEMENT PERCEPTION

Performance of BBS PLC may be affected by the political and economic instability both in Bangladesh and worldwide. Any instance of political turmoil and disturbance in the country may adversely affect the economy in general. The company can prosper in a situation of political stability and a congenial business environment. Political turmoil and disturbance has a negative impact on the economy as well as the profitability of our company.

OPERATIONAL RISKS

Operational risk arises from improper execution of company's business. This risk can also be summarized as human risk, which occurs due to human error.

MANAGEMENT PERCEPTION

Operational risk is defined as the risk of loss resulting from inadequate or failed internal processes, people and systems or from external events. This includes legal risk but excludes strategic and reputation risk. It is inherent in every business organization and covers a wide spectrum of issues. The Company manages this risk through a control-based environment. This is supported by an independent program of periodic reviews undertaken by internal audit and by monitoring external operational risk events which ensure that the Company stays in line which industry best practice and takes account or lessons learned from publicized operational failures within the STEEL BUILDING manufacturing industry.

The major operational risks are as follows:

- Internal fraud;
- External fraud;
- Employment practices and workplace safety;
- Client, products and business practices;
- Damage to physical assets;
- Business disruption and system failure;
- Execution, delivery and process management.

The Management with a long experience in this trade identified and measured in the following manner:

- Risks are identified with reference to the relevant policy manuals, processes, procedures and practices;
- Accounts are evaluated as per Departmental Control function Check List;
- Incident reporting and analysis of causes and actions taken on losses from fraud and control lapses;
- Review of safety and control measures of premises.

Thus, the entrepreneurs and managers, through their insight and knowledge of the market help the company to avoid any such risks.

RISK ASSOCIATED WITH HIGH ACCOUNTS RECEIVABLE

Accounts Receivable of the Company has increased from Tk. 79.53 to Tk. 81.99 crore considering sales from Tk. 82.88 to Tk. 59.29 crore during FY June 30, 2024 to 2025. As such, receivable turnover has been increased over the year due to instable of political situation.

MANAGEMENT PERCEPTION

Due to increase in market competition, the Company had to sale a significant amount of product in credit. Moreover, due to penetrate in new market areas, the Company had to give credit to the new customers. However, BBS PLC has developed aggressive recovery plan for efficient receivable management.

SATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

The Board of Directors of Bangladesh Building Systems PLC. ("Board") is committed to maintaining a sound risk management and internal control system. Each business unit or function has implemented its own control processes under the leadership of the Managing Director ("MD") / Chief Executive Officer ("CEO"), who is responsible for good business and regulatory governance. The Board is pleased to provide the following statement outlines the nature and scope of Bangladesh Building Systems PLC. and it's risk management and internal control for the financial year ended 30th June, 2025.

RESPONSIBILITY

The Board of Directors of Bangladesh Building Systems PLC. ("Board") asserts its overall responsibility for the system of risk management and internal control and for reviewing the adequacy and integrity of the system. The system of internal control covers not only financial controls but also controls relating to operational, governance, risk management, strategy, organizational and compliance with applicable laws, regulations, rules, and guidelines. The Board, through the Board Audit Committee ("BAC") & Risk Management Committee (RMC) recognizes that this system is designed to manage, rather than eliminate, the risks of not adhering to the Company's policies and to identify, assess and respond to risks to achieve the organization's goals and objectives within the risk tolerance to as-low-as reasonably-practicable ("ALARP") established by the Board and Management. Therefore, the system provides realistic approach and solution, but not absolute against nature or Act of God, assurance against the occurrence of any material testimonial, forfeiture or deception.

The Board confirms that there is a continuous process of reviewing and reporting the adequacy and integrity of the Company's system of risk management and internal control to provide reasonable assurance in safeguarding shareholders' investments, Company's assets and other stakeholders' interests. The process is regularly reviewed by the Board through the BAC & RMC and accords with the guidelines for directors on internal control, the Statement on Risk Management and Internal Control:

KEY INTERNAL CONTROL PROCESS

In order to ensure Regulatory Compliance, Transparencies, prevent Conflict-of-Interest, Health, Safety, Security and Environment Protection, the Company's risk management framework and internal control system comprises the following key processes:

1. Control Environment

1.1 Board Committees

The Board acknowledges that ensuring sound governance requires effective and direct interaction among the Board, Management, Internal and External Auditors. The Board, in ensuring effective discharge of its responsibilities is assisted by the Board Committees namely the BAC, Board Nomination and Remuneration Committee ("BNRC"), Risk Management Committee, Executive Committee and Environment and Social Responsibility Committee.

1.2 The Board Audit Committee & Risk Management Committee

Matters of risk are overseen by the Audit Committee ("AC") and the Risk Management Committee ("RMC"), who are supported by an internal audit function. The Committees are responsible for overseeing the financial reporting process, evaluating internal and external audit processes and reviewing risk management and internal control processes.

1.3 Operating structure with clearly defined lines of responsibility and delegated authority

The operating structure includes defined delegation of responsibilities to the committees of the Board and the management team.

2. Risk Management

2.1 Risk management is regarded by the Board to be an integral part of the business and operations. Management is responsible for creating a risk awareness culture, educate with the necessary knowledge of risk management and revise regularly of Risk tools and procedures. They also have the responsibility for managing risks and internal control associated with the operations and ensuring compliance with applicable Laws, Regulations and Requirements.

3. Risk Management Framework ("RMF")

3.1 The Company has put in place a Risk Management Framework with the aim of providing a consistent approach to risk and facilitating a reasonably accurate perception of acceptable risk by all employees. The framework essentially outlines the risk management governance and structure, processes, accountabilities as well as responsibilities throughout the organization. The process is as follows:



The Board, via its AC, regularly reviews the results of this process. This includes reviewing mitigating measures taken by the Management through the actions of the RMC to address key risk areas.

CONTROL ACTIVITIES

1. Policies, Procedures and Limits of Authority

1.1 Well defined Financial Limits Of Authority ("FLOA") on all financial commitments for each level of management within the Company and clearly documented internal policies, standards and procedures are in place to ensure compliance with internal controls and relevant laws, Regulations and Requirements and regularly updated to reflect changing risks or resolve operational deficiencies. Regular reviews are performed to ensure that documentation remains current and relevant.

2. Strategic Business Planning, Budgeting and Reporting

2.1 Regular and comprehensive information provided by management for monitoring of performance against strategic plan, covering all key financial, investment and operational indicators.

On a quarterly basis, the Managing Director reviews with the Board on all issues covering, but not restricted to, strategy, performance, resources and standards of business conduct; detailed budgeting process established requiring all business units to prepare budgets annually which are discussed and approved by the Board; and effective reporting systems which expose significant variances against budgets and plan are in place to monitor performance.

3. Insurance and Physical Safeguard

3.1 Adequate insurance and physical safeguard on major assets in place to ensure that the assets of the Company are sufficiently covered against any liabilities that will result in material damage, claim or losses.

3.2 A yearly policy renewal exercise is undertaken by Management to review the coverage based on the current fixed asset register and the prevailing market price for the same or similar item, where applicable. The underwriter also assists by conducting a risk assessment, which helps the Company to assess the adequacy of the intended coverage.

INFORMATION AND COMMUNICATION

1. Timely communication of relevant information such as the Company's achievement and changes with regard to corporate and organizational structure and policies and procedures, enabling employees to focus on and perform their responsibilities effectively.

2. The Heads of operating Departments within the Company also participate in business dialogue programs with Senior Management of the Company to discuss on strategies and challenges faced towards achieving the business goals and objectives.

MONITORING

1. Management Visit

Directors and Senior Management conduct regular visits to project sites, customers and business partners' offices to review the Company's operations and gain better understanding to facilitate cognizant in decision making capability.

2. Internal Audit Function

In order to ensure that the internal controls system is viable and robust, periodic examination of business process and the internal controls procedures and processes by the Internal Audit function to monitor and review the effectiveness and efficiency of the system of internal control. Reports on the reviews carried out by the Internal Auditor are submitted on a regular basis to the management and the BAC & RMC.

3. Performance Management

In order to nurture the quality and competencies of employees, continuing education, training, seminar and development programs are emphasized to enable employees to discharge their duties effectively.

Progressively, employees' performance are measured according to the sets of key performance indicators aligned to their functions as assigned to them in which they are expected to accomplish.

REVIEW OF STATEMENT BY EXTERNAL AUDITORS

Based on their review, the external auditor have reported to the Board that nothing has come to their attention that cause them to believe that this Statement is inconsistent with their understanding of the process the Board has adopted in the review of the adequacy and integrity of internal control of the Company.

The external auditors are also not required to consider whether the processes described to deal with material internal control aspects of any significant problems disclosed in the annual report will, in fact, remedy the problems.

CONCLUSION

For the financial year under review, based on inquiry, information and assurance provided by the Managing Director and the Chief Financial Officer, the Board is of the opinion and to the best of its knowledge that the system of internal controls and risk management processes are adequate and sound to provide reasonable assurance in safeguarding the shareholders' investments, the assets and other stakeholders' interests as well as in addressing key risks impacting the business operations of the Company. There was no major internal control weakness identified which may resulted in any material loss or uncertainty that would require disclosure in this annual report.



Engr. Mohammad Ruhul Majid
Chairperson of the Committee
Date: 27-10-2025

CORPORATE SOCIAL RESPONSIBILITIES

BBS PLC CSR VISION

Bangladesh Building Systems PLC. (BBS PLC) supports Corporate Social Responsibility ("CSR") by taking into consideration the impact of our Company's operations on employees, customers, shareholders, communities, other stakeholder and the environment. The following CSR activities are confirmed by the ECSR Committee.

In order to comply with the legislations, BBS PLC commitment towards CSR extends to the way, the Company conducts its business operations to ensure sustainable social, economic and environmental benefits to the community as a whole.

CSR ACTIVITIES

The Chairperson of the Company giving financial assistance to the deceased worker's family member.



The Chairperson of the Company distributing clothes among poor people





The Company provides free training to the workers.



BBS PLC provides free general medical treatment for workers, staff & rural population.

CORPORATE GOVERNANCE OVERVIEW

CORPORATE GOVERNANCE OVERVIEW STATEMENT

The Board of Directors ("Board") is committed to maintaining a high standard of corporate governance throughout Bangladesh Building Systems PLC. ("BBS PLC" or "the Company") to ensure long-term, sustainable business growth while safeguarding the interest of stakeholders and enhancing shareholders' value.

The Board is of the view that good corporate governance is achieved when it is embedded into the organization through a comprehensive approach that involves formalized processes and systems as well as via a culture or spirit that encourages such behaviour and values. The Company's vision and values also serve as a cornerstone in the creation of a strong corporate governance organization.

BOARD RESPONSIBILITIES

BOARD'S LEADERSHIP ON OBJECTIVE AND GOALS

Strategic Aims, Values and Standards

The Board collectively leads and is responsible for the overall performance and affairs of the Company including adherence to a high standard of good governance. All Board members are expected to demonstrate good stewardship and act in a professional manner whilst upholding the core values of integrity and enterprise with due regard to their fiduciary duties and responsibilities.

The Board has the responsibility in leading and directing the Company towards realizing long term objectives and as well maximizing shareholders' value. The Board retains full and effective control of the Company's strategic plans, implementing an appropriate system of risk management and ensuring the adequacy and integrity of the Company's system of internal control.

To ensure the effective discharge of the Board's functions and responsibilities, the Board delegates the day-to-day management of the Company's business to the Management. The Managing Director ("MD") is responsible for the implementation of the Board's decisions and the day-to-day operations of the Company's business and operational efficiency. Non-Executive Directors play a vital check and balance role by challenging and scrutinising the Senior Management's recommendations and proposals in an objective manner and bringing independent judgment to the decision making process at the Board and Board Committee levels.

BROADLY, THE BOARD ASSUMES THE FOLLOWING PRINCIPAL RESPONSIBILITIES IN DISCHARGING ITS FIDUCIARY AND LEADERSHIP FUNCTIONS:-

a. Reviewing and adopting a strategic plan for the Company, including addressing the Company's business strategies on promoting sustainability;

b. Overseeing the conduct and evaluation of the Company's business management;

c. Discussing principal business risks faced by the Company and ensuring the implementation of appropriate internal controls and mitigating measures to address such risks;

d. Ensuring that all members appointed to the Board are of sufficient calibre, including having in place a process to provide for the orderly succession of the members of the Board;

e. Responsible for all statutory, regulatory and formal communications to the Company's shareholders, investors or stakeholders; and

f. Reviewing the adequacy and integrity of the Company's internal control and management information systems, including systems for compliance with applicable laws, regulations, rules, directives and guidelines.



THE BOARD HAS ALSO DELEGATED CERTAIN RESPONSIBILITIES TO THE FOLLOWING BOARD COMMITTEES TO ASSIST IN THE EXECUTION OF ITS RESPONSIBILITIES:

a. Audit Committee
b. Nomination and Remuneration Committee
c. Executive Committee
d. Risk Management Committee
e. Environment and Corporate Social Responsibility Committee

(COLLECTIVELY REFERRED TO AS "BOARD COMMITTEES")

The role of the Board Committees is to advise and make recommendations to the Board. However, the ultimate responsibility for the final decision on all matters lies with the Board. The Chairperson of various committees provide a verbal report on the outcome of their committee meetings to the Board, and any further deliberation is made at the Board level, if required.

THE CHAIRPERSON AND MANAGING DIRECTOR/CHIEF EXECUTIVE OFFICER

The positions of the Chairperson and the Managing Director are distinct and separate to ensure there is a balance of power and authority. The Chairperson of the Board, Engr. Md. Abu Noman Howlader who is a Non-Executive Chairperson, whereas the Managing Director is Engr. Hasan Morshed Chowdhury.

The Chairperson is responsible for the leadership, effectiveness, conduct and governance of the Board while the Managing Director has overall responsibility for the day-to-day management of the business and implementation of the Board's policies and decisions.

ROLE OF THE CHAIRPERSON

The Chairperson's primary role is to ensure that the Board is effective in its task of setting and implementing the Company's direction and strategy:

- Providing leadership to the Board
- Taking responsibility for the Board's composition and development
- Ensuring proper information for the Board
- Planning and conducting Board Meetings effectively
- Engaging the Board in assessing and improving its performance
- Training and developments of the Directors
- Supporting the Managing Director

ROLE OF THE MANAGING DIRECTOR

The Managing Director drives the strategic day-to-day management of the Company.

- Ensure effective implementation of the strategic direction set by the Board
- Develops tangible business targets and goals towards translating Board directives into achievable results.
- Develops and ensure the execution of day-to-day operational strategies together with the Management team.
- Accountable to the Board for the overall Company performance and the observance of Management's limits.
- Acts within all specific authorities delegated by the Board.

COMPETENT COMPANY SECRETARY

The Board is supported by a competent Company Secretary. The Board acknowledges that the Company Secretary plays an important role and will ensure that the Company Secretary fulfils the functions for which he has been appointed.

The Company Secretary plays an advisory role in supporting the Board and Board Committees on issues relating to complying with laws, rules, procedures and regulations affecting the Company, particularly Companies Act 1994 and Listing Requirements of Dhaka Stock Exchange PLC. and Chittagong Stock Exchange PLC, Company's Constitution and Board Charter.

During the financial year under review, all Board and Committees meetings were properly convened and accurate and proper records of the proceedings and resolutions passed were taken and maintained in the statutory records of the Company.

The Company Secretary also keeps the Directors and Principal Officers informed of the closed period for dealings in the Company's shares.

Overall, the Board is satisfied with the service and support rendered by our Company Secretary to the Board in the discharge of his functions.

CHIEF FINANCIAL OFFICER

The Board of Directors has appointed Chief Financial Officer (CFO). He has more than twenty one years of experience of related Field. He is responsible to supervise the Accounts and Financial activities of the Company. The Board has clearly defined the roles, responsibilities and duties.

HEAD OF INTERNAL AUDIT

The Company has a Head of Internal Audit. He is responsible for Internal Control and audit of the Company. The Board has clearly defined the roles, responsibilities and duties. He directly reports to the Audit Committee.

ACCESS TO INFORMATION AND ADVICE

The Board understands that the decision making process is highly dependent on the quality and timing of information being furnished. The Board members have full and unrestricted access to all information concerning the Company's affairs as below:-

a. The Directors, also have access to the Internal and External Auditors of the company, with or without Management present to seek explanations or additional information.

b. The Directors, collectively or individually, may seek independent professional advice and information, on a case to case basis, in the furtherance of their duties at the Company's expense, so as to ensure the Directors are able to make independent and informed decisions.

c. The Audit Committee ("AC") meets with the Management, Internal Auditors and External Auditors regularly to review their audit plans and reports, and obtain updates and observations on internal control system and financial reporting matters.

d. The Board and/or Board Committees meeting papers are prepared and circulated to the Directors and/or Board Committees at least three (3) days before the Board and Board Committee meetings.

DEMARCATION OF RESPONSIBILITIES
BOARD CHARTER

The Board also reviewed and approved the amendments to the Board Charter and the Code of Conduct ("the Code") for the Company to be in line with the practices in the BSEC. The Board Charter is intended to identify the role, structure and processes related to key governance activities of the Board. It also serves as a reference point for Board activities.

GOOD BUSINESS CONDUCT AND CORPORATE CULTURE
CODE OF ETHICS AND CONDUCT

The Board has adopted the Code which is incorporated in the Board Charter of the Company. The Directors continue to observe the Code based on the code of conduct expected of directors of companies as set out in the Code of Ethics for Company Directors and ensure implementation of corporate accountability standards to support and promote an ethical corporate environment and ensure the compliance of the Code.

The Board will periodically review and assess the adequacy of the Code, and make such amendments to the Code as the Board may deem appropriate.

The Code is available on the Company's website at www.bbspeb.com

WHISTLE BLOWING POLICY

The Board has put in place a Whistle Blowing Policy to provide the appropriate communication and feedback channels to facilitate whistle blowing, as well as to guide and address any reports of wrongdoing under the Code of Conduct and Ethics, including communication through the Company's website. The Whistle Blowing Policy, which is published on the Company's website, sets out the processes for employees or members of the public to report genuine concerns about illegal, unethical or questionable practices in confidence and without the risk or reprisal.

COMPOSITION OF THE BOARD

In line with the Code, the Company is led and managed by a diverse, competent and experienced Board of Directors. The Board comprises of a mix of diverse and suitably qualified individuals who has expertise and experiences within the pre-engineered steel building industry. The presence of Independent Directors ensures that views, consideration, judgment and discretion exercised by the Board in decision making remains objective and independent whilst assuring the interest of other parties such as minority shareholders are fully addressed and adequately protected as well as being accorded with due consideration.

AS PER BSEC NOTIFICATION # BSEC/CMMRCD/2006-158/207/ADMIN/80 DATED: 03 JUNE, 2018. THE BOARD CURRENTLY HAS FIVE (5) MEMBERS UNDER REVIEW AS SET OUT IN THE TABLE BELOW:

Name of Board Members	Designation
Engr. Md. Abu Noman Howlader	Non-Executive Chairperson
Engr. Hasan Morshed Chowdhury	Managing Director
Engr. Mohammad Badrul Hassan	Non-Executive Director
Engr. Mohammad Ruhul Majid	Non-Executive Director
Mr. Md. Enayet Hossain	Independent Director

The Company fulfils the requirement of the Board comprising at least two Independent Directors as per BSEC Corporate Governance code.

TENURE OF INDEPENDENT DIRECTORS

As per BSEC notification # BSEC/CMMRCD/2006-158/207/Admin/80 Dated: 03 June, 2018. the current Independent Director was appointed for the 1st term for three years.

NEW APPOINTMENT TO THE BOARD

The members of the Board are appointed in a formal and transparent practice as endorsed by the Code. The Nomination and Remuneration Committee ("NRC") scrutinizes the candidates and recommends the same for the Board's approval. In discharging this duty, the NRC will assess the suitability of an individual by taking into account the individual's mix of skill, functional knowledge, expertise, experience, professionalism, integrity and/or commitments that the candidate shall bring to complement the Board.

In accordance with the Company's Constitution, one-third (1/3) of the Directors for the time being, or if their number is not multiple of three (3), the number nearest to one-third (1/3), shall retire at the Annual General Meeting ("AGM"), and be eligible for re-election provided that all Directors shall retire at least once in every three (3) years. Directors who are appointed by the Board in the course of the year shall be subject to re-election at the next AGM to be held following their appointment.

The Company is an equal opportunity employer and does not practice discrimination of any form, whether based on age, gender, ethnicity throughout the organization. Appointment of Board and Senior Management are based on objective criteria, merit and besides gender diversity, due regard are placed for diversity in skills, experience, age, integrity and cultural background. Please refer to the Profiles of Directors and Key Senior Managementas disclosed in this Annual Report for further information.

NOMINATION AND REMUNERATION COMMITTEE (NRC)

The Nomitation & Remuneration Committee as a Sub-Committee of Board has been reformed with the Independent Director as Chairperson and two others Directors as member, the Company Secretary acts as Secretary to the committee. In order to evaluate the Board of Directors and to determine and recommend to the Board about the remuneration of the Directors, Executive Directors and Top Management of the Company which ensures that the remuneration arrangements are designed to attract, retain and motivate the Executive Directors and Top Management needed to run the Company successfully.

The Committee is working as per the code approved by the Board. The activities of the committee during the year are explained on pages 74-75 of this annual report.

AUDIT COMMITTEE

The Board has formed an Independent Audit Committee (AC) comprising of 03 (three) members, all of whom are non-executive Directors having adequate versatile and financial competence as specified in the Terms of Reference (TOR) prescribed by Bangladesh Securities and Exchange Commission (BSEC) duly approved by the Board.

Majority of the AC members are financially literate. The AC has full access to both the Internal and External Auditors who, in turn, have access at all times to the Chairperson of the AC.

The objectives of the AC are, amongst others, to provide additional assurance to the Board by giving an objective and independent review of the Company's financial, operational and internal control procedures. The AC is also tasked with reinforcing the independence of the Company's Internal and External Auditors, thereby ensuring that the auditors have autonomy and independence in their audit process. The details of the Audit Committee's report is disclosed on pages 72-73 of this Annual Report.

EXECUTIVE COMMITTEE

The Board has formed Executive Committee which is consisting of Managing Director and all Head of the Departments duly nominated by the Board and as per service rules of the Company. The Managing Director, Engr. Hasan Morshed Chowdhury is the Chairperson of the Committee. The Committee is working as per Terms of Reference (TOR) approved by the Board. Mr. Tarun Kanti Ghosh, Head of Customer Service Department is the Secretary of the Committee.

RISK MANAGEMENT COMMITTEE

The Risk Management Committee of the Company of comprising 1 (One) Independant Directors, 2 (two) Non-Executive Directors, Managing Director and Chief Financial Officer was established with the primary objective of assisting the Board in the following:

- Overseeing the Company's risk management framework and policies;
- Ensuring that Management maintains a sound system of internal controls and risk management; and
- Determining the nature and extent of significant risks which Management has taken in achieving the Company's strategic objectives.

The Company Secretary is the Secretary of the Committee.

The Company's internal audit function assists the Board and Audit Committee in providing an independent assessment of the adequacy and effectiveness of the Company's internal control risk management and governance processes.

The details of the Risk Management is given in the Statement on Risk Management and Internal Control on pages 39-40 of this Annual Report.

ENVIRONMENT AND CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Board of Directors of the Company has formed the Committee for making policy and implementation of Environment and Social Responsibilities. The Committee is comprised of one Independent Director and two Non-Executive Directors. The Company Secretary is the Secretary of the Committee.

It's one objective is to ensure continuous compliance with all legal environmental requirements and the Company's Health, Safety and Environmental ("HSE") Policy. The Committee is also responsible for monitoring CSR activities and also the management of the Fund. The activities of the Committee is disclosed on page 46 of this Annual Report.

ATTENDANCE OF BOARD AND BOARD COMMITTEES MEETINGS

The Board schedules at least four (4) meetings in a financial year with additional meetings to be convened where necessary. During the year under review 2024-2025, the Board met 06 (six) times where they deliberated and approved various reports and issues, including quarterly financial results of the Company for the announcement to BSEC as well as discussed on the business plans and strategies, major investments, strategic decisions as well as the Company's financial performance.

THE NUMBER OF MEETINGS HELD AND ATTENDED BY EACH MEMBERS OF THE BOARD AND THE BOARD COMMITTEES DURING THE FY 2024- 2025 UNDER REVIEW ARE AS FOLLOWS:

Types of Meetings	Board of Directors	Audit Committee	Nomination and Remuneration Committee	Executive Committee	Risk Management Committee	Environment & Social Responsibility Committee
Number of Meetings held	6	5	1	10	1	1
Name of Directors	Number of Meetings Attended					
Engr. Md. Abu Noman Howlader	3	-	-	-	-	-
Engr. Hasan Morshed Chowdhury	6	-	-	10	1	-
Engr. Mahammad Badrul Hassan	6	1	-	-	1	-
Engr. Mohammad Ruhul Majid	6	5	1	-	1	1
Md. Enayet Hossain	3	5	1	-	1	1
Major Md. Sabir Ahmed, psc (Retd.)	4	4	1	-	1	1

N.B. Major Md. Sabir Ahmed, psc, Independent director retired on September 27, 2025.

IN ATTENDANCE OF CS, CFO & HIAC

The Company Secretary, Chief Financial Officer and Head of Internal Audit & Compliance attended all meetings of the Board of Directors of the Company.

REVIEW THE ADEQUACY AND INTEGRITY OF THE COMPANY'S INTERNAL CONTROL SYSTEMS

The Board is ultimately responsible for the adequacy of the Company's internal control system. Internal control systems throughout the Company are managed by the Internal Audit and Risk Management Department ("IARM"). IARM has jurisdiction to audit any division and to report its findings directly to Managing Director & also members of the Board Audit Committee ("BAC"). Significant findings from the audit reports were highlighted and deliberated on at the BAC meeting. Details of the Company's internal control system and the review of its effectiveness are respectively set out in the Statement on Risk Management and Internal Control and Risk Factor and Management perception of this Annual Report on pages 36-40.

MONITOR SUCCESSION PLANNING

The NRC is entrusted by the Board to ensure effective human capital development, talent retention and succession planning for both the Directors and key management positions in the Company to ensure business continuity.

The NRC also monitors the performance of the Board, reviews and evaluates the suitability of their experiences to fill any gaps therein.

The succession planning is to ensure all candidates appointed to senior management positions possess the appropriate skills, capabilities and are of high quality. The Board had adopted a Succession Development Plan to ensure that there are platforms in place to provide for the orderly succession of senior management.

Based on the results of FY 2024-2025, the Board agreed that succession planning of the Board and Pivotal position is crucial moving forward. The Board concurred to give more focus on the matter, and the NRC is to deliberate on it accordingly.

STATUTORY AUDITOR

"T. Hussain & Co.", Chartered Accountants is the Statutory Auditors of the Company. They have conducted the systematic examination of the books of accounts and records of the Company and ascertain, verify and report based on the facts in connection with the financial operation and the results of the Company. In order to comply the corporate governance code, the Company did not involve its Statutory Auditors to perform the services other than statutory services.

COMPLIANCE AUDIT

In order to make sure the integrity of the corporate governance with accountability for inspiring the confidence of investors, regulators, financier and other stakeholders, Bangladesh Building Systems PLC. is committed to keep them compliant with the requirements of the Corporate Governance Code issued by Bangladesh Securities and Exchange Commission (BSEC).

The Certificate for the compliance status of BBS PLC on the conditions of corporate governance code audited by "Haruner Rashid & Associates", Chartered Secretaries is enclosed herewith on page 49 of this Annual Report.

GOING CONCERN

At each year end Management of the Company makes assessment of going concern. The Company has adequate resources to continue its operation for the foreseeable future and has wide coverage of its liabilities. The Directors continue to adopt going concern assumption while preparing the financial statements.

DIRECTORS REPORT

The report of the Directors of Board is disclosed on pages 20-26 of this Annual Report as prepared under section 184 of the Companies Act, 1994 and as per Corporate Governance Code by BSEC.

DIVIDEND DISTRIBUTION POLICY

The Company has had a consistent dividend policy that balances the objective of appropriately rewarding shareholders through dividends and to support the future growth. The details of the dividend distribution policy are disclosed on pages 66-67of this Annual Report.

CONFLICT OF INTEREST AND RELATED PARTY TRANSACTIONS

All directors are required to make declarations of their respective interest in transactions at every Board meeting to ensure accountability and ascertain potential or actual conflict of interest in relation to every issue deliberated. The Directors concerned will be advised to abstain from deliberating and voting in relation to relevant resolutions or transactions in which they have conflict of interest at the Board or any general meeting convened.

The Recurrent Related Party Transactions entered into by the Company with its related parties in FY 2024-2025 are set out on pages 114-115 of this Annual Report.

TRADING ON INSIDER INFORMATION

BBS PLC Directors and employees who have access to price sensitive information are prohibited from trading in securities based on price sensitive information and knowledge which has not been publicly announced.

During the year, there were no cases reported on any breach of the prohibition.

MINORITY INTEREST

BBS PLC believes that good Corporate Governance involves open and trusting cooperation between all stakeholders involved in the Company, including the owners of the Company - the Shareholders. The Board of Directors is committed to ensuring the highest standards of governance designed to protect the interests of all stakeholders, including the rights of its minority shareholders while promoting integrity, transparency and accountability. The Board of Directors shall at all times act in a manner that will be in the best interest of the Company.

WEBSITE OF THE COMPANY

The website of the Company is www.bbspeb.com. It is established with the requirements of the Regulators and also demand of the Customers and Shareholders of the Company. The website contains the details of the Business, profile of Directors and top management, quarterly & annual financial statements, Annual reports, Directors' report, all price sensitive information, details of shareholding, status of compliance and also contact number.



ANNEXURE : B

Haruner Rashid & Associates
Chartered Secretaries & Management Consultants

Report to the Shareholders of Bangladesh Building Systems PLC. on Compliance with the Corporate Governance Code

We have examined the compliance status to the Corporate Governance Code by **Bangladesh Building Systems PLC.** for the year ended 30th June, 2025. This Code relates to the Notification No. BSEC/CMRRCD/2006-158/207/Admin/80 dated June 03, 2018 and its latest amendments issued under section 2CC of the Securities and Exchange Ordinance, 1969 of the Bangladesh Securities and Exchange Commission.

Such compliance with the Corporate Governance Code is the responsibility of the Company. Our Examination was limited to the procedures and implementation thereof as adopted by the Management in ensuring compliance to the conditions of the Corporate Governance Code.

This is a scrutiny and verification and an independent audit on compliance of the conditions of the Corporate Governance Code as well as the provisions of relevant Bangladesh Secretarial Standards (BSS) as adopted by Institute of Chartered Secretaries of Bangladesh (ICSB) in so far as those standards are not inconsistent with any condition of this Corporate Governance Code.

We state that we have obtained all the information and explanations, which we have required, and after due scrutiny and verification thereof, we report that, in our opinion:

(a) The Company has complied with the condition of the Corporate Governance Code as stipulated in the above-mentioned Corporate Governance Code issued by the Commission;

(b) The Company has complied with the provisions of the relevant Bangladesh Secretarial Standards (BSS) as adopted by Institute of Chartered Secretaries of Bangladesh (ICSB) as required by this code;

(c) Proper books and records have been kept by the company as required under the companies Act, 1994, the securities laws and other relevant laws; and

(d) The Governance of the company is satisfactory.

Haruner Rashid & Associates
Chartered Secretaries

A.K.M. Haruner Rashid, LL.B, FCS
CEO & Consultant

Place: Dhaka
Dated: November 03, 2025

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STATUS OF CORPORATE GOVERNANCE COMPLIANCE

be Safe with steel Building

environment

ANNEXURE-C

STATUS OF COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE (CGC) OF BANGLADESH BUILDING SYSTEMS PLC.

[As per condition No. 1(5) (xxvii)]

Status of compliance for the period ended 30th June 2025 of Bangladesh Building Systems PLC. with the conditions imposed by BSEC Notification No. BSEC/CMRRCD/2006-158/207/Admin/80 dated 03 June 2018 and it's latest amendments issued under section 2CC of the Securities and Exchange Ordinance, 1969

(Report under Condition No. 9.00)

Condition No.	Title	Compliance Status (put √ in the appropriate column)		Remarks (If any)
		Complied	Not Complied	
1.	Board of Directors:-			
1 (1)	**Size of The Board of Directors** The total number of members of a company's Board of Directors (hereinafter referred to as "Board") shall not be less than 5 (five) and more than 20 (twenty).	√		The BBS PLC's Board is comprised of 06 (six) Directors including 2 (two) Independent Directors (IDs) in the reporting year.
1 (2)	Independent Directors			
1 (2) (a)	At least 2 (two) directors or one-fifth (1/5) of the total number of directors in the company's Board, whichever is higher, shall be independent directors; any fraction shall be considered to the next integer or whole number for calculating number of independentdirector(s): Provided that the Board shall appoint at least 1(one) female independent director in the Board of Directors of the company;			There are 02 (two) Independent Directors in the reporting year. Major Md. Sabir Ahmed, psc (Retd.), ID retired on 27/09/2025. Appointment of Female ID is under process. However, Commission has extended the time for appointment of Femal ID's upto 31/12/2025.
1 (2) (b) (i)	who either does not hold any share in the company or holds less than one percent (1%) shares of the total paid-up shares of the company;	√		The Independent Directors have declared their Compliance.
1 (2) (b) (ii)	Who is not a sponsor of the Company or is not connected with the Company's any sponsor or director or nominated director or shareholder of the Company or any of its associates, sister concerns, subsidiaries and parents or holding entities who holds one percent (1%) or more shares of the total paid-up shares of the Company on the basis of family relationship and his or her family members also shall not hold above mentioned shares in the Company. Provided that spouse, son, daughter, father, mother, btother, sister, son-in-law and daughter-in-law shall be considered as family members;	√		Do
1 (2) (b) (iii)	who has not been an executive of the company in immediately preceding 2 (two) financial years;	√		Do
1 (2) (b) (iv)	who does not have any other relationship, whether pecuniary or otherwise, with the company or its subsidiary or associated companies;	√		Do
1 (2) (b) (v)	who is not a member or TREC (Trading Right Entitlement Certificate) holder, director or officer of any stock exchange;	√		Do
1 (2) (b) (vi)	who is not a shareholder, director excepting independent director or officer of any member or TREC holder of stock exchange or an intermediary of the capital market	√		Do
1 (2) (b) (vii)	who is not a partner or an executive or was not a partner or an executive during the preceding 3 (three) years of the concerned company's statutory audit firm or audit firm engaged in internal audit services or audit firm conducting special audit or professional certifying compliance of this Code;	√		Do

Condition No.	Title	Complied	Not Complied	Remarks (If any)
1 (2) (b) (viii)	who is not independent director in more than 5 (five) listed companies;	√		Do
1 (2) (b) (ix)	who has not been convicted by a court of competent jurisdiction as a defaulter in payment of any loan or any advance to a bank or a Non-Bank Financial Institution (NBFI); and	√		Do
1 (2) (b) (x)	who has not been convicted for a criminal offence involving moral turpitude;	√		Do
1 (2) (c)	The independent director(s) shall be appointed by the Board and approved by the shareholders in the Annual General Meeting (AGM);	√		
1 (2) (d)	The post of independent director(s) cannot remain vacant for more than 90 (ninety) days; and	√		
1 (2) (e)	The tenure of office of an independent director shall be for a period of 3 (three) years, which may be extended for 1 (one) tenure only;	√		The independent directors (IDs) are in their 1st term of office
1 (3) (a)	Independent director shall be a knowledgeable individual with integrity who is able to ensure compliance with financial laws, regulatory requirements and corporate laws and can make meaningful contribution to the business;	√		The qualification and background of IDs justify their abilities as such
1 (3) (b) (i)	Business Leader who is or was a promoter or director of an unlisted company having minimum paid-up capital of Tk. 100.00 million or any listed company or a member of any national or international chamber of commerce or business association; or			N/A
1 (3) (b) (ii)	Corporate Leader who is or was a top level executive not lower than Chief Executive Officer or Managing Director or Deputy Managing Director or Chief Financial Officer or Head of Finance or Accounts or Company Secretary or Head of Internal Audit and Compliance or Head of Legal Service or a candidate with equivalent position of an unlisted company having minimum paid up capital of Tk. 100.00 million or of a listed company;			N/A
1 (3) (b) (iii)	Former official of government or statutory or autonomous or regulatory body in the position not below 5th Grade of the national pay scale, who has at least educational background of bachelor degree in economics or commerce or business or law;	√		
1 (3) (b) (iv)	University Teacher who has educational background in Economics or Commerce or Business Studies or Law;			N/A
1 (3) (b) (v)	Professional who is or was an advocate practicing at least in the High Court Division of Bangladesh Supreme Court or a Chartered Accountant or Cost and Management Accountant or Chartered Financial Analyst or Chartered Certified Accountant or Certified Public Accountant or Chartered Management Accountant or Chartered Secretary or equivalent qualification;			N/A

Condition No.	Title	Complied	Not Complied	Remarks (If any)
1 (3) (c)	The independent director shall have at least 10 (ten) years of experiences in any field mentioned in clause (b);	√		The Independent Directors have more than 10 (ten) years of experience.
1 (3) (d)	In special cases, the above qualifications or experiences may be relaxed subject to prior approval of the Commission.	√		
1 (4)	**Duality of Chairperson of the Board of Directors and Managing Director or Chief Executive Officer.-**			
1 (4) (a)	The positions of the Chairperson of the Board and the Managing Director (MD) and/or Chief Executive Officer (CEO) of the company shall be filled by different individuals;	√		Chairperson of the board and CEO are different individuals.
1 (4) (b)	The Managing Director (MD) and/or Chief Executive Officer (CEO) of a listed company shall not hold the same position in another listed company;	√		
1 (4) (c)	The Chairperson of the Board shall be elected from among the non-executive directors of the company;	√		
1 (4) (d)	The Board shall clearly define respective roles and responsibilities of the Chairperson and the Managing Director and/or Chief Executive Officer;	√		The roles and responsibilities of the Chairperson of the board and CEO are approved in Board Meeting
1 (4) (e)	In the absence of the Chairperson of the Board, the remaining members may elect one of themselves from non-executive directors as Chairperson for that particular Board's meeting; the reason of absence of the regular Chairperson shall be duly recorded in the minutes.	√		
1 (5)	**The Directors' Report to Shareholders**			
1 (5) (i)	An industry outlook and possible future developments in the industry;	√		The Director's Report compliance with the guideline
1 (5) (ii)	The segment-wise or product-wise performance;	√		Do
1 (5) (iii)	Risks and concerns including internal and external risk factors, threat to sustainability and negative impact on environment, if any;	√		Do
1 (5) (iv)	A discussion on Cost of Goods sold, Gross Profit Margin and Net Profit Margin, where applicable;	√		Do
1 (5) (v)	A discussion on continuity of any extraordinary activities and their implications (gain or loss);	√		Do

Condition No.	Title	Complied	Not Complied	Remarks (If any)
1 (5) (vi)	A detailed discussion on related party transactions along with a statement showing amount, nature of related party, nature of transactions and basis of transactions of all related party transactions	√		The Director's Report compliance with the guideline
1 (5) (vii)	A statement of utilization of proceeds raised through public issues, rights issues and/or any other instruments			N/A
1 (5) (viii)	An explanation if the financial results deteriorate after the company goes for Initial Public Offering (IPO), Repeat Public Offering (RPO), Rights Share Offer, Direct Listing, etc;			N/A
1 (5) (ix)	An explanation on any significant variance that occurs between Quarterly Financial performances and Annual Financial Statements;	√		The Director's Report compliance with the guideline
1 (5) (x)	A statement of remuneration paid to the directors including independent directors;	√		Do
1 (5) (xi)	A statement that the financial statements prepared by the management of the issuer company present fairly its state of affairs, the result of its operations, cash flows and changes in equity;	√		Do
1 (5) (xii)	A statement that proper books of account of the issuer company have been maintained	√		Do
1 (5) (xiii)	A statement that appropriate accounting policies have been consistently applied in preparation of the financial statements and that the accounting estimates are based on reasonable and prudent judgment	√		Do
1 (5) (xiv)	A statement that International Accounting Standards (IAS) or International Financial Reporting Standards (IFRS), as applicable in Bangladesh, have been followed in preparation of the financial statements and any departure there from has been adequately disclosed;	√		Do
1 (5) (xv)	A statement that the system of internal control is sound in design and has been effectively implemented and monitored;	√		Do
1 (5) (xvi)	A statement that minority shareholders have been protected from abusive actions by, or in the interest of, controlling shareholders acting either directly or indirectly and have effective means of redress;	√		Do
1 (5) (xvii)	A statement that there is no significant doubt upon the issuer company's ability to continue as a going concern, if the issuer company is not considered to be a going concern, the fact along with reasons there of shall be disclosed;	√		Do
1 (5) (xviii)	An explanation that significant deviations from the last year's operating results of the issuer company shall be highlighted and the reasons thereof shall be explained;	√		Do
1 (5) (xix)	A statement where key operating and financial data of at least preceding 5 (five) years shall be summarized;	√		Do
1 (5) (xx)	An explanation on the reasons if the issuer company has not declared dividend (cash or stock) for the year;			The Board has recommended no dividend due to incurred loss and negative retained earnings during the year.

Condition No.	Title	Complied	Not Complied	Remarks (If any)
1 (5) (xxi)	Board's statement to the effect that no bonus share or stock dividend has been or shall be declared as interim dividend;	√		N/A
1 (5) (xxii)	The total number of Board meetings held during the year and attendance by each director;	√		The Director's Report compliance with the guideline
1 (5) (xxiii)	**A report on the pattern of shareholding disclosing the aggregate number of shares (along with name-wise details where stated below) held by:-**			
1 (5) (xxiii) (a)	Parent or Subsidiary or Associated Companies and other related parties (name-wise details);	√		The Director's Report compliance with the guideline
1 (5) (xxiii) (b)	Directors, Chief Executive Officer, Company Secretary, Chief Financial Officer, Head of Internal Audit and Compliance and their spouses and minor children (name-wise details)	√		Do
1 (5) (xxiii) (c)	Executives;	√		Do
1 (5) (xxiii) (d)	Shareholders holding ten percent (10%) or more voting interest in the company (name-wise details);	√		Do
1 (5) (xxiv)	**In case of the appointment or reappointment of a director, a disclosure on the following information to the shareholders:-**			
1 (5) (xxiv) (a)	a brief resume of the director	√		The Director's Report compliance with the guideline
1 (5) (xxiv) (b)	nature of his or her expertise in specific functional areas;	√		Do
1 (5) (xxiv) (c)	names of companies in which the person also holds the directorship and the membership of committees of the Board;	√		Do
1 (5) (xxv)	**A Management's Discussion and Analysis signed by CEO or MD presenting detailed analysis of the company's position and operations along with a brief discussion of changes in the financial statements, among others, focusing on:**			
1 (5) (xxv) (a)	accounting policies and estimation for preparation of financial statements;	√		The Director's Report compliance with the guideline
1 (5) (xxv) (b)	changes in accounting policies and estimation, if any, clearly describing the effect on financial performance or results and financial position as well as cash flows in absolute figure for such changes;	√		Do
1 (5) (xxv) (c)	comparative analysis (including effects of inflation) of financial performance or results and financial position as well as cash flows for current financial year with immediate preceding five years explaining reasons thereof;	√		Do
1 (5) (xxv) (d)	compare such financial performance or results and financial position as well as cash flows with the peer industry scenario;	√		Do
1 (5) (xxv) (e)	briefly explain the financial and economic scenario of the country and the globe;	√		Do

Condition No.	Title	Complied	Not Complied	Remarks (If any)
1 (5) (xxv) (f)	risks and concerns issues related to the financial statements, explaining such risk and concerns mitigation plan of the company; and	√		Do
1 (5) (xxv) (g)	future plan or projection or forecast for company's operation, performance and financial position, with justification thereof, i.e., actual position shall be explained to the shareholders in the next AGM;	√		Do
1 (5) (xxvi)	Declaration or certification by the CEO and the CFO to the Board as required under condition No. 3(3) shall be disclosed as per **Annexure-A**;	√		Do
1 (5) (xxvii)	The report as well as certificate regarding compliance of conditions of this Code as required under condition No. 9 shall be disclosed as per **Annexure-B** and **Annexure-C**;	√		Do
1 (5) (xxviii)	The Directors' report to the shareholders does not require to include the business strategy or technical specification related to products or services, which have business confidentiality.	√		Do
1 (6)	**Meetings of the Board of Directors**			
	The company shall conduct its Board meetings and record the minutes of the meetings as well as keep required books and records in line with the provisions of the relevant Bangladesh Secretarial Standards (BSS) as adopted by the Institute of Chartered Secretaries of Bangladesh (ICSB) in so far as those standards are not inconsistent with any condition of this Code.	√		In Practice
1 (7)	**Code of Conduct for the Chairperson, other Board members and Chief Executive Officer**			
1 (7) (a)	The Board shall lay down a code of conduct, based on the recommendation of the Nomination and Remuneration Committee (NRC) at condition No. 6, for the Chairperson of the Board, other board members and Chief Executive Officer of the company;	√		Do
1 (7) (b)	The code of conduct as determined by the NRC shall be posted on the website of the company.	√		Do
2	**Governance of Board of Directors of Subsidiary Company**			
2 (a)	Provisions relating to the composition of the Board of the holding company shall be made applicable to the composition of the Board of the subsidiary company	-		There is no subsidiary Company
2 (b)	At least 1 (one) independent director on the Board of the holding company shall be a director on the Board of the subsidiary company;	-		N/A
2 (c)	The minutes of the Board meeting of the subsidiary company shall be placed for review at the following Board meeting of the holding company;	-		N/A
2 (d)	The minutes of the respective Board meeting of the holding company shall state that they have reviewed the affairs of the subsidiary company also;	-		N/A
2 (e)	The Audit Committee of the holding company shall also review the financial statements, in particular the investments made by the subsidiary company.	-		N/A
3	**Managing Director (MD) or Chief Executive Officer (CEO), Chief Financial Officer (CFO), Head of Internal Audit and Compliance (HIAC) and Company Secretary (CS).**			

Condition No.	Title	Complied	Not Complied	Remarks (If any)
3 (1)	**Audit Committee**			
3 (1) (a)	The Board shall appoint a Managing Director (MD) or Chief Executive Officer (CEO), a Company Secretary (CS), a Chief Financial Officer (CFO) and a Head of Internal Audit and Compliance (HIAC);	√		The Company has appointed Engr. Hasan Morshed Chowdhury as Managing Director, Mr. Md. Mamun Howlader as Chief Financial Officer, Mr. Mohammad Sohel as Company Secretary-Acting, Mr. Md. Parves Alam as Head of Internal Audit and Compliance
3 (1) (b)	The positions of the Managing Director (MD) or Chief Executive Officer (CEO), Company Secretary (CS), Chief Financial Officer (CFO) and Head of Internal Audit and Compliance (HIAC) shall be filled by different individuals;	√		Do
3 (1) (c)	The MD or CEO, CS, CFO and HIAC of a listed company shall not hold any executive position in any other company at the same time;	√		In Practice
3 (1) (d)	The Board shall clearly define respective roles, responsibilities and duties of the CFO, the HIAC and the CS;	√		
3 (1) (e)	The MD or CEO, CS, CFO and HIAC shall not be removed from their position without approval of the Board as well as immediate dissemination to the Commission and stock exchange(s).	√		
3 (2)	**Requirement to attend Board of Directors' Meetings**			
3 (3)	The MD or CEO, CS, CFO and HIAC of the company shall attend the meetings of the Board:	√		In Practice
	Duties of Managing Director (MD) or Chief Executive Officer (CEO) and Chief Financial Officer (CFO)			
3 (3) (a)	The MD or CEO and CFO shall certify to the Board that they have reviewed financial statements for the year and that to the best of their knowledge and belief:	√		
3 (3) (a) (i)	these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;	√		
3 (3) (a) (ii)	these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards and applicable laws;	√		
3 (3) (b)	The MD or CEO and CFO shall also certify that there are, to the best of knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or in violation of the code of conduct for the company's Board or its members;	√		
3 (3) (c)	The certification of the MD or CEO and CFO shall be disclosed in the Annual Report.	√		
4	**Board of Directors' Committee. For ensuring good governance in the company, the Board shall have at least following sub committees:**			
4 (i)	Audit Committee;	√		In Practice

Condition No.	Title	Complied	Not Complied	Remarks (If any)
4 (ii)	Nomination and Remuneration Committee.	√		In Practice
5	**Audit Committee**			
5 (1)	**Responsibility to the Board of Directors.**			
5 (1) (a)	The company shall have an Audit Committee as a sub-committee of the Board;	√		
5 (1) (b)	The Audit Committee shall assist the Board in ensuring that the financial statements reflect true and fair view of the state of affairs of the company and in ensuring a good monitoring system within the business;	√		In Practice
5 (1) (c)	The Audit Committee shall be responsible to the Board; the duties of the Audit Committee shall be clearly set forth in writing.	√		In Practice
5 (2) 5 (2) (a)	**Constitution of the Audit Committee:** The Audit Committee shall be composed of at least 3 (three) members;	√		Do
5 (2) (b)	The Board shall appoint members of the Audit Committee who shall be non-executive directors of the company excepting Chairperson of the Board and shall include at least 1 (one) independent director;	√		
5 (2) (c)	All members of the audit committee should be "financially literate" and at least 1 (one) member shall have accounting or related financial management background and 10 (ten) years of such experience;	√		All members are qualified as per BSEC's Guideline
5 (2) (d)	When the term of service of any Committee member expires or there is any circumstance causing any Committee member to be unable to hold office before expiration of the term of service, thus making the number of the Committee members to be lower than the prescribed number of 3 (three) persons, the Board shall appoint the new Committee member to fill up the vacancy immediately or not later than 60 (sixty) days from the date of vacancy in the Committee to ensure continuity of the performance of work of the Audit Committee;	√		In Practice
5 (2) (e)	The company secretary shall act as the secretary of the Committee;	√		In Practice
5 (2) (f)	The quorum of the Audit Committee meeting shall not constitute without at least 1 (one) independent director.	√		In Practice
5 (3) 5 (3) (a)	**Chairperson of Audit Committee** The Board shall select 1 (one) member of the Audit Committee to be Chairperson of the Audit Committee, who shall be an independent director;	√		In Practice
5 (3) (b)	In the absence of the Chairperson of the Audit Committee, the remaining members may elect one of themselves as Chairperson for that particular meeting, in that case there shall be no problem of constituting a quorum as required under condition No. 5(4)(b) and the reason of absence of the regular Chairperson shall be duly recorded in the minutes.	√		In Practice

Condition No.	Title	Complied	Not Complied	Remarks (If any)
5 (3) (c)	Chairperson of the Audit Committee shall remain present in the Annual General Meeting (AGM):	√		In Practice
5 (4)	**Meeting of the Audit Committee**			
5 (4) (a)	The Audit Committee shall conduct at least its four meetings in a financial year: Provided that any emergency meeting in addition to regular meeting may be convened at the request of any one of the members of the Committee;	√		In Practice
5 (4) (b)	The quorum of the meeting of the Audit Committee shall be constituted in presence of either two members or two third of the members of the Audit Committee, whichever is higher, where presence of an independent director is a must.	√		In Practice
5 (5)	**The Audit Committee shall:-**			
5 (5) (a)	Oversee the financial reporting process;	√		In Practice
5 (5) (b)	monitor choice of accounting policies and principles;	√		In Practice
5 (5) (c)	monitor Internal Audit and Compliance process to ensure that it is adequately resourced, including approval of the Internal Audit and Compliance Plan and review of the Internal Audit and Compliance Report;	√		In Practice
5 (5) (d)	oversee hiring and performance of external auditors;	√		In Practice
5 (5) (e)	hold meeting with the external or statutory auditors for review of the annual financial statements before submission to the Board for approval or adoption;	√		In Practice
5 (5) (f)	review along with the management, the annual financial statements before submission to the Board for approval;	√		In Practice
5 (5) (g)	review along with the management, the quarterly and half yearly financial statements before submission to the Board for approval;	√		In Practice
5 (5) (h)	review the adequacy of internal audit function;	√		In Practice
5 (5) (i)	review the Management's Discussion and Analysis before disclosing in the Annual Report;	√		In Practice
5 (5) (j)	review statement of all related party transactions submitted by the management;	√		In Practice
5 (5) (k)	review Management Letters or Letter of Internal Control weakness issued by statutory auditors;	√		In Practice
5 (5) (l)	oversee the determination of audit fees based on scope and magnitude, level of expertise deployed and time required for effective audit and evaluate the performance of external auditors;	√		In Practice
5 (5) (m)	oversee whether the proceeds raised through Initial Public Offering (IPO) or Repeat Public Offering (RPO) or Rights Share Offer have been utilized as per the purposes stated in relevant offer document or prospectus approved by the Commission:	√		In Practice
5 (6)	**Reporting of the Audit Committee**			

Condition No.	Title	Complied	Not Complied	Remarks (If any)
5 (6) (a)	**Reporting to the Board of Directors**			
5 (6) (a) (i)	The Audit Committee shall report on its activities to the Board.	√		Audit Committee informs board periodically through its minutes which are placed to the board meeting
5 (6) (a) (ii)	**The Audit Committee shall immediately report to the Board on the following findings, if any:-**			
5 (6) (a) (ii) (a)	report on conflicts of interests;	-	-	N/A
5 (6) (a) (ii) (b)	suspected or presumed fraud or irregularity or material defect identified in the internal audit and compliance process or in the financial statements;	-	-	N/A
5 (6) (a) (ii) (c)	suspected infringement of laws, regulatory compliances including securities related laws, rules and regulations;	-	-	N/A
5 (6) (a) (ii) (d)	any other matter which the Audit Committee deems necessary shall be disclosed to the Board immediately;	-	-	N/A
5 (6) (b)	**Reporting to the Authorities** If the Audit Committee has reported to the Board about anything which has material impact on the financial condition and results of operation and has discussed with the Board and the management that any rectification is necessary and if the Audit Committee finds that such rectification has been unreasonably ignored, the Audit Committee shall report such finding to the Commission, upon reporting of such matters to the Board for three times or completion of a period of 6 (six) months from the date of first reporting to the Board, whichever is earlier.	√	-	N/A
5 (7)	**Reporting to the Shareholders and General Investors**			
	Report on activities carried out by the Audit Committee, including any report made to the Board under condition No. 5(6)(a)(ii) above during the year, shall be signed by the Chairperson of the Audit Committee and disclosed in the annual report of the issuer company.	√		
6	**Nomination and Remuneration Committee (NRC).-**			
6 (1)	**Responsibility to the Board of Directors**			
6 (1) (a)	The company shall have a Nomination and Remuneration Committee (NRC) as a subcommittee of the Board;	√		
6 (1) (b)	The NRC shall assist the Board in formulation of the nomination criteria or policy for determining qualifications, positive attributes, experiences and independence of directors and top level executive as well as a policy for formal process of considering remuneration of directors, top level executive;	√		
6 (1) (c)	The Terms of Reference (ToR) of the NRC shall be clearly set forth in writing covering the areas stated at the condition No. 6(5) (b).	√		
6 (2)	**Constitution of the NRC**			
6 (2) (a)	The Committee shall comprise of at least three members including an independent director;	√		
6 (2) (b)	All members of the Committee shall be non-executive directors;	√		

Condition No.	Title	Complied	Not Complied	Remarks (If any)
6 (2) (c)	Members of the Committee shall be nominated and appointed by the Board;	√		
6 (2) (d)	The Board shall have authority to remove and appoint any member of the Committee;	√		
6 (2) (e)	In case of death, resignation, disqualification, or removal of any member of the Committee or in any other cases of vacancies, the board shall fill the vacancy within 180 (one hundred eighty) days of occurring such vacancy in the Committee;	√		
6 (2) (f)	The Chairperson of the Committee may appoint or co-opt any external expert and/or member(s) of staff to the Committee as advisor who shall be non-voting member, if the Chairperson feels that advice or suggestion from such external expert and/or member(s) of staff shall be required or valuable for the Committee;	√		
6 (2) (g)	The company secretary shall act as the secretary of the Committee;	√		
6 (2) (h)	The quorum of the NRC meeting shall not constitute without attendance of at least an independent director;	√		
6 (2) (i)	No member of the NRC shall receive, either directly or indirectly, any remuneration for any advisory or consultancy role or otherwise, other than Director's fees or honorarium from the company.	√		
6 (3)	**Chairperson of the NRC**			
6 (3) (a)	The Board shall select 1 (one) member of the NRC to be Chairperson of the Committee, who shall be an independent director;	√		
6 (3) (b)	In the absence of the Chairperson of the NRC, the remaining members may elect one of themselves as Chairperson for that particular meeting, the reason of absence of the regular Chairperson shall be duly recorded in the minutes;	√		
6 (3) (c)	The Chairperson of the NRC shall attend the annual general meeting (AGM) to answer the queries of the shareholders;	√		
6 (4)	**Meeting of the NRC**			
6 (4) (a)	The NRC shall conduct at least one meeting in a financial year;	√		
6 (4) (b)	The Chairperson of the NRC may convene any emergency meeting upon request by any member of the NRC;	√		
6 (4) (c)	The quorum of the meeting of the NRC shall be constituted in presence of either two members or two third of the members of the Committee, whichever is higher, where presence of an independent director is must as required under condition No. 6 (2) (h);	√		
6 (4) (d)	The proceedings of each meeting of the NRC shall duly be recorded in the minutes and such minutes shall be confirmed in the next meeting of the NRC.	√		
6 (5)	**Role of the NRC**			
6 (5) (a)	NRC shall be independent and responsible or accountable to the Board and to the shareholders;	√		
6 (5) (b)	**NRC shall oversee, among others, the following matters and make report with recommendation to the Board:**			

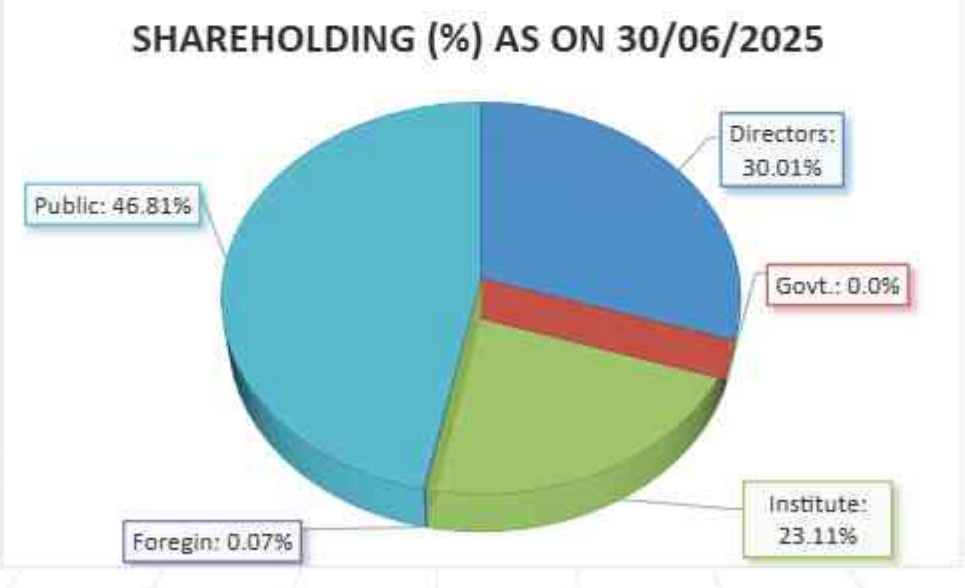
Condition No.	Title	Complied	Not Complied	Remarks (If any)
6 (5) (b) (i)	formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend a policy to the Board, relating to the remuneration of the directors, top level executive, considering the following:	√		
6 (5) (b) (i) (a)	the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate suitable directors to run the company successfully;	√		
6 (5) (b) (i) (b)	the relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and	√		
6 (5) (b) (i) (c)	remuneration to directors, top level executive involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals;	√		
6 (5) (b) (ii)	devising a policy on Board's diversity taking into consideration age, gender, experience, ethnicity, educational background and nationality;	√		
6 (5) (b) (iii)	identifying persons who are qualified to become directors and who may be appointed in top level executive position in accordance with the criteria laid down, and recommend their appointment and removal to the Board;	√		
6 (5) (b) (iv)	formulating the criteria for evaluation of performance of independent directors and the Board;	√		
6 (5) (b) (v)	identifying the company's needs for employees at different levels and determine their selection, transfer or replacement and promotion criteria;	√		
6 (5) (b) (vi)	developing, recommending and reviewing annually the company's human resources and training policies;	√		
6 (5) (c)	The company shall disclose the nomination and remuneration policy and the evaluation criteria and activities of NRC during the year at a glance in its annual report.	√		
7	**External or Statutory Auditors.-**			
7 (1)	**The issuer company shall not engage its external or statutory auditors to perform the following services of the company, namely:-**			
7 (1) (i)	appraisal or valuation services or fairness opinions;	√		
7 (1) (ii)	financial information systems design and implementation;	√		
7 (1) (iii)	book-keeping or other services related to the accounting records or financial statements;	√		
7 (1) (iv)	broker-dealer services;	√		
7 (1) (v)	actuarial services;	√		
7 (1) (vi)	internal audit services or special audit services;	√		
7 (1) (vii)	any service that the Audit Committee determines;	√		
7 (1) (viii)	audit or certification services on compliance of corporate governance as required under condition No. 9(1);	√		
7 (1) (ix)	any other service that creates conflict of interest.	√		
7 (2)	No partner or employees of the external audit firms shall possess any share of the company they audit at least during the tenure of their audit assignment of that company; his or her family members also shall not hold any shares in the said company:	√		

Condition No.	Title	Complied	Not Complied	Remarks (If any)
7 (3)	Representative of external or statutory auditors shall remain present in the Shareholders' Meeting (Annual General Meeting or Extraordinary General Meeting) to answer the queries of the shareholders.	√		
8	**Maintaining a website by the Company.-**			
8 (1)	The company shall have an official website linked with the website of the stock exchange.	√		
8 (2)	The company shall keep the website functional from the date of listing.	√		
8 (3)	The company shall make available the detailed disclosures on its website as required under the listing regulations of the concerned stock exchange(s).	√		
9	**Reporting and Compliance of Corporate Governance.-**			
9 (1)	The company shall obtain a certificate from a practicing Professional Accountant or Secretary (Chartered Accountant or Cost and Management Accountant or Chartered Secretary) other than its statutory auditors or audit firm on yearly basis regarding compliance of conditions of Corporate Governance Code of the Commission and shall such certificate shall be disclosed in the Annual Report.	√		
9 (2)	The professional who will provide the certificate on compliance of this Corporate Governance Code shall be appointed by the shareholders in the annual general meeting.	√		
9 (3)	The directors of the company shall state, in accordance with the **Annexure-C** attached, in the directors' report whether the company has complied with these conditions or not.	√		

SHAREHOLDING AS AT 30 JUNE, 2025

ANNEXURE : D

SL	Name of Shareholder	Description	Number of Shares	%
A. Parent/Subsidiary/ Associated Companies and other related parties (name wise details)			None	
B. (i) Directors and their spouses and minor children (name wise details)				
01	Engr. Md. Abu Noman Howlader	Chairman	17,571,361	10.79%
02	Engr. Hasan Morshed Chowdhury	Managing Director	8,607,207	5.28%
03	Engr. Mohammad Badrul Hassan	Director	14,588,932	8.95%
04	Engr. Mohammad Ruhul Majid	Director	8,126,004	4.99%
05	Mrs. Sabrina Ahmed Chowdhury	Wife of Engr. Hasan Morshed Chowdhury	155,050	0.10%
06	Mrs. Monira Noman	Wife of Engr. Md. Abu Noman Howlader	1,537	0.00%
07	Mrs. Khadija Tahera Syria	Wife of Mohammad Badrul Hassan	-	0.00%
08	Abdul Hannan Howlader	Father of Engr. Md. Abu Noman Howlader	-	0.00%
	Sub-Total		**49,050,091**	**30.11%**
B.(ii) Independent Directors, CFO, Company Secretary & Head of Internal Audit and their spouses and minor children (name wise details)				
09	Major Md. Sabir Ahmed, psc (Retd.)	Independent Director	Nill	Nill
10	Mr. Mohammad Sohel	Company Secretary	Nill	Nill
11	Mr. Md. Mamun Howlader	Chief Financial Officer	51	0.00%
12	Mr. Md. Parves Alam	Head of Internal Audit	Nill	Nill
C. Executives (Top 05 Salaried employees)			None	
D. Shareholders holding ten percent(10%) or more voting interest in the company			None	



LIEN/PLEDGE SHARE AS AT 30 JUNE, 2025

LIEN/PLEDGE SHARE:

Pursuant to the notification no. BSEC/CMRRCD/2009-193/10/Admin/118, dated: 22/03/2021 of Bangladesh Securities and Exchange Commission, the information of lien/pledge shares are as follows:

SL	Name of Directors/Shareholders	Status	Number of Shares	Lien/Pledge Share
01	Engr. Md. Abu Noman Howlader	Sponsor Director & Chairperson	17,571,361	3,400,000
02	Engr. Hasan Morshed Chowdhury	Managing Director	8,607,207	400,000
03	Engr. Mohammad Badrul Hassan	Sponsor Director	14,588,932	400,000
04	Engr. Mohammad Ruhul Majid	Director	8,126,004	400,000
Total			**48,893,504**	**4,600,000**

DIRECTORS' OF BBS PLC INVOLVE WITH OTHER COMPANIES

COMPANY NAME	ENGR. MD. ABU NOMAN HOWLADER	ENGR. HASAN MORSHED CHOWDHURY	ENGR. MOHAMMAD BADRUL HASSAN	ENGR. MOHAMMAD RUHUL MAJID	MAJOR MD. SABIR AHMED, PSC (RETD.)	MD. ENAYET HOSSAIN
BBS Cables PLC.	√	√	√	√	√	√
BBS Cables (Unit 2) Ltd.	√	√	√	√	-	-
BBS Distribution Ltd.	√	√	√	√	-	-
BBS Electric Industries Ltd.	√	√	√	√	-	-
BBS Infrastructure Ltd.	√	√	√	√	-	-
BBS Media Ltd.	√	√	√	√	-	-
BBS Metallurgic Industries Ltd.	√	√	√	√	-	-
BBS Ready-Mix Concrete Ltd.	√	√	√	√	-	-
Dynamic Cars PLC.	√	-	-	-	-	-
Helix Wire & Cables Industries Ltd.	√	√	√	√	-	-
Nahee Aluminum Composite Panel PLC.	√	-	-	-	-	-
Nahee SS Pipes Industries Ltd.	√	-	-	-	-	-
Nahee Geo Textiles Ltd.	√	-	-	-	-	-
Reyes Ltd.	-	-	-	√	-	-
Xiamen Reflective Insulation Ltd.	√	√	√	√	-	-

DIVIDEND DISTRIBUTION POLICY

[PURSUANT TO DIRECTIVE NO. BSEC/CMMRCD/2021-386/03 OF THE BANGLADESH SECURITIES AND EXCHANGE COMMISSION]

01. SCOPE AND OBJECTIVE:

This policy seeks to lay down a broad frame work for the distribution of dividend by the company whilst appropriately balancing the need of the Company to retain resources for the Company's growth & sustainability. Through this policy, the Company also endeavors to maintain fairness and consistency while considering distributing dividend to the shareholders.

The Policy sets out the circumstances and different factors for consideration by the Board at the time of taking a decision on distribution or retention of profits, in the interest of providing transparency to the shareholders.

The Policy is not an alternative to the decision of the Board for recommending dividend, which is made every year after taking into consideration all the relevant circumstances enumerated hereunder or other factors as may be considered relevant by the Board.

The Policy is being recommended for adoption by the Board of Directors of the Company.

02. STATUTORY REQUIREMENTS

The declaration and distribution of dividend shall, at all times, be in accordance with the provisions of the Companies Act, 1994, Directive and Notification of Bangladesh Securities and Exchange Commission (BSEC) and Listing Regulation 2015 (DSE & CSE) and such other applicable law and the Articles of Association of the Company as amended.

03. PARAMETERS TO BE CONSIDERED WHILE RECOMMENDING/DECLARING DIVIDEND

The Board while declaring or recommending dividend to the shareholders, will consider following financial/internal and external factors:

FINANCIAL/INTERNAL FACTORS:

- Profits earned and available for distribution during the financial year
- Accumulated reserves, including retained earnings
- Mandatory transfer of Profits earned to specific reserves, such as Debenture Redemption Reserve, etc.
- Past dividend trends - rate of dividend, EPS and payout ratio, etc.
- Earning Stability
- Future Capital Expenditure requirement of the Company
- Growth plans, both organic and inorganic
- Capital restructuring, debt reduction, capitalization of shares
- Crystallization of contingent liabilities of the Company
- Profit earned under the Consolidated Financial Statement
- Cash Flows
- Current and projected Cash Balance and Company's working capital requirements.
- Covenants in loan agreements, Debt servicing obligations and Debt maturity profile.

EXTERNAL FACTORS:

- Economic environment, both domestic and global.
- Unfavorable market conditions
- Changes in Government policies and regulatory provisions
- Cost of raising funds from alternate sources
- Inflation rates
- Sense of shareholders' expectations
- Cost of external financing

DISCLOSURES AND CONDITIONS IN REGARD TO RECOMMENDATION BONUS SHARES (STOCK DIVIDEND) WHICH WILL BE DISCLOSED AS PSI:

01. Bonus Shares or stock dividend should be declared only for the purpose of Company's BMRE (Balancing, Modernization, Rehabilitation and Expansion) or any of BMRE components.
02. Regulatory requirements to raise capital or
03. Profitable investment or reinvestment in the company.
04. The reasons for declaration of stock dividend or bonus shares and purposes or utilization of such retained amount as capital.
05. That the company has declared such stock dividend or bonus shares out of the accumulated profit or retained earnings and
06. That the company has not declared such stock dividend or bonus shares from capital reserve or revaluation reserve or any unrealized gain or out of profit earned prior to incorporation of the Company or through reducing paid-up capital or through doing anything so that the post dividend retained earnings become negative or a debit balance.

For further information, in case of Bonus Shares or Stock Dividend, the Company will follow the Notification # BSEC/CMRRCD/2009-193/23/Admin/123 Dated: June 30, 2021 of Bangladesh Securities and Exchange Commission.

04. DIVIDEND DISTRIBUTION:

The dividend will be distributed according to the Directive # BSEC/CMRRCD/2021/386/03 dated: 14 January, 2021 of Bangladesh Securities and Exchange Commission.

05.CIRCUMSTANCES UNDER WHICH SHAREHOLDERS OF THE COMPANY MAY OR MAY NOT EXPECT DIVIDEND.

The decision regarding dividend payout is a crucial decision as it determines the amount of profit to be distributed among shareholders and amount of profit to be retained in business. Hence, the shareholders of the Company may expect dividend only if the Company is having surplus funds after providing for all the expenses, depreciation, etc., and after complying with the statutory requirements under the Applicable Laws.

The shareholders of the Company may not expect dividend in the following circumstances, subject to the discretion of the Board of Directors:

The Company has inadequacy of profits or incurs losses for the Financial Year;

- The Company undertakes /proposes to undertake a significant expansion project requiring higher allocation of capital;
- The Company undertakes /proposes to undertake any acquisitions or joint arrangements requiring significant allocation of capital.
- The Company has significantly higher working capital requirement affecting free cash flow.
- The Company is prohibited to recommend/declare dividend by any regulatory body.

The Board may also not recommend a dividend on considering any compelling factors/parameters mentioned in point 3 above.

06. POLICY AS TO HOW THE RETAINED EARNINGS WILL BE UTILIZED:

The Board may retain its earnings in order to make better use of the available funds and increase the value of the stakeholders in the long run. The decision of utilization of the retained earnings of the Company shall be based on the following factors:

- Long term strategic plans
- Augmentation/ Increase in production capacity
- Market expansion plan
- Product expansion plan
- Modernization plan
- Diversification of business
- Replacement of capital assets
- Balancing the Capital Structure by de-leveraging the Company
- Payment of Dividend or issue of Bonus Shares
- Other such criteria as the Board may deem fit from time to time.

07. QUANTUM AND MANNER OF DIVIDEND PAYOUT:

Subject to the circumstances and scenarios mentioned above, the Company shall endeavor to maintain a total dividend pay-out ratio in the **range of 30% to 40%** of the annual standalone profits after tax (PAT) of the Company. Under the applicable provisions of the Act, the Company's ability to declare and pay dividends is based on the standalone Financial Statements only. In future should the regulations be amended permitting the Company to pay dividend based on its Consolidated Profits, the Board would consider such a payout ratio on its Consolidated Profits.

The Company may declare dividends for a year, usually payable for a financial year at the time when the Board considers and recommends the Annual Financial Statements, which is called final dividend. The Board of Directors shall have the power to recommend final dividend to the shareholders for their approval in the Annual General Meeting of the Company.

The Board of Directors may also declare interim dividend during the financial year, between two Annual General Meetings as and when they consider it fit.

08. DISCLOSURE:

The Policy shall be disclosed in the Annual Report and on the website of the Company i.e at www.bbspeb.com.

09. POLICY REVIEW AND AMENDMENTS:

This Policy has been adopted by the Board of Directors of the Company. Going forward, the Board would review and may amend the Policy, as and when required. The Company in such a case shall disclose the changes along with the rationale for the same in its Annual Report and on its website.

10. DISCLAIMER:

a) The Policy does not constitute a commitment regarding the future dividends of the Company, but only represents a general guidance regarding dividend policy. The statement of the Policy does not in any way restrict the right of the Board to use its discretion in the recommendation of the Dividend to be distributed in the year and the Board reserves the right to depart from the policy as and when circumstances so warrant.

b) Given the aforementioned uncertainties, prospective or present investors are cautioned not to place undue reliance on any of the forward-looking statements in the Policy.

For on behalf of
Bangladesh Building Systems PLC.

Engr. Hasan Morshed Chowdhury
Managing Director

UNCLAIMED DIVIDEND

[PURSUANT TO DIRECTIVE NO. BSEC/CMMRCD/2021-386/03, DATED: JANUARY 14, 2021 OF THE BANGLADESH SECURITIES AND EXCHANGE COMMISSION]

SUMMARY OF THE UNCLAIMED DIVIDEND:

The company shall pay off cash dividend directly to the bank account of the entitles shareholder as available in the BO account maintained with the depository particiapant (DP) through Bangladesh Electronic Funds Transfer Network (BEFTN), Bank Transfer and some cases company issued Dividend Warrant. We observed that some honorable shareholders yet to update their bank information of their BO account. As a result, dividend of those shareholders remain unclaimed.

SUMMARY OF UNCLAIMED CASH DIVIDEND AS ON 30/06/2025

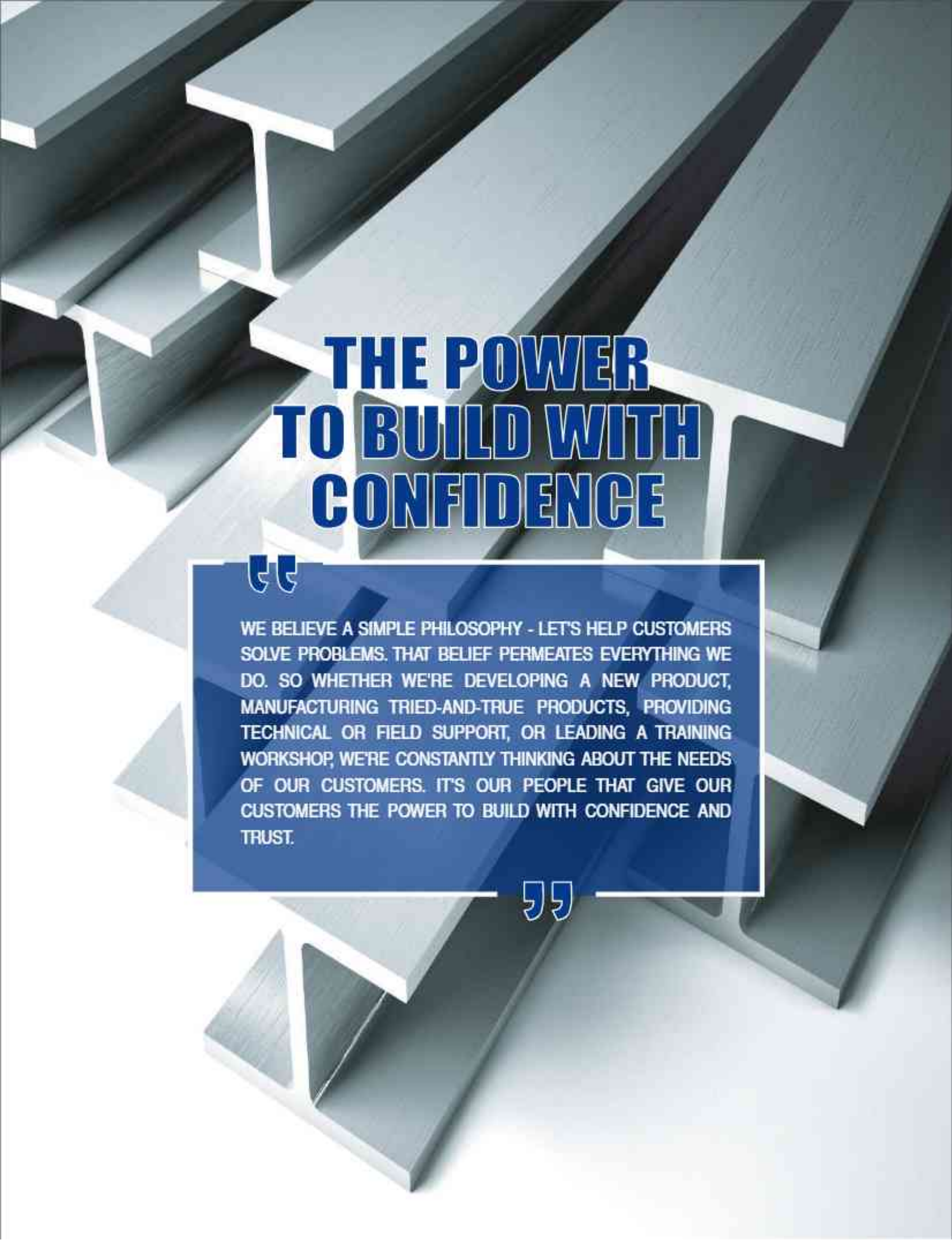
SL	FINANCIAL YEAR	AMOUNT (TK.)
01	2024-2025	131,914
02	2021-2022	495,324
03	2019-2020	921,541
	TOTAL	**1,548,779**

CAPITAL MARKET STABILIZATION FUND (CMSF):

Pursuant to the Bangladesh Securities and Exchange Commission (Capital Market Stabilization Fund) Rules, 2021 and BSEC Directive No. BSEC/CMRRCD/2021-386/03 dated, January 14, 2021, the Company has transferred unclaimed cash dividend amount and bonus share to CMS Fund those cash dividend and bonus share remains unclaimed/un-alloted thereon for a period of 3 (three) years from the date of declaration or approval or record date, as the case may be as directed by the Commission.

The detailed information of unclaimed dividend are published in the website of the Company at www.bbspeb.com.

CMSF
Capital Market Stabilization Fund



THE POWER TO BUILD WITH CONFIDENCE

"WE BELIEVE A SIMPLE PHILOSOPHY - LET'S HELP CUSTOMERS SOLVE PROBLEMS. THAT BELIEF PERMEATES EVERYTHING WE DO. SO WHETHER WE'RE DEVELOPING A NEW PRODUCT, MANUFACTURING TRIED-AND-TRUE PRODUCTS, PROVIDING TECHNICAL OR FIELD SUPPORT, OR LEADING A TRAINING WORKSHOP, WE'RE CONSTANTLY THINKING ABOUT THE NEEDS OF OUR CUSTOMERS. IT'S OUR PEOPLE THAT GIVE OUR CUSTOMERS THE POWER TO BUILD WITH CONFIDENCE AND TRUST."

BANGLADESH ASSOCIATION OF PUBLICLY LISTED COMPANIES

Renewed Certificate

This is to certify that

BANGLADESH BUILDING SYSTEMS PLC.

is an Ordinary Member of Bangladesh Association of Publicly Listed Companies and is entitled to all the rights and privileges appertaining thereto.

This certificate remains current until 31st December, **2025**

Ref. No: **CM-2025/271**

Date of issue : **November 26, 2025**

BAPLC

Secretary General

ANNEXURE : E

REPORT OF THE AUDIT COMMITTEE

FOR THE YEAR ENDED 30 JUNE, 2025

Bangladesh Building Systems PLC has an Audit Committee as a sub-committee of the Board of Directors, as recommended by Bangladesh Securities and Exchange Commission (BSEC). The Board Audit Committee (BAC) assists the Board of Directors in ensuring that the financial statements reflect the faithful and fair view of the state of affairs of the company and improving a sound monitoring system within the business. The committee is reporting to the Board of Directors on performing the clearly set forth responsibilities by the Board of Directors.
The Audit Committee of the Company composed of 03 (three) members and the company secretary shall act as the secretary of the Committee -

SL	Name	Designation
01	Md. Enayet Hossain	Chairperson
02	Engr. Mohammad Badrul Hassan	Member
03	Engr. Mohammad Ruhul Majid	Member

N.B. Major. Md. Sabir Ahmed, psc (Retd.), Independent director, Chairperson of the BAC retired on September 27, 2025 from BAC and Engr. Mohammad Badrul Hassan selected as Member from September 28, 2025.

TERMS OF REFERENCE

The terms of reference of the Audit committee have been determined by the Board and by the BSEC notification. The Committee is responsible to the Board of Directors and reports on its activities regularly. The Committee assists the Board of Directors in its general oversight of financial reporting, internal controls and functions relating to internal audit as well as ensures compliance with the Corporate Governance Guidelines promulgated by BSEC.

MEETINGS AND ATTENDANCE

During the year under review, the Committee held 05 (Five) meetings. Permanent Invitees to the meeting were the Company Secretary, Chief Financial Officer and Head of Internal Audit. Relevant heads of division and other members of the Management also attended the meetings as required. The attendance of the members at these meeting is as under:

Name of the members	No. of meetings	Meetings Attended
Major. Md. Sabir Ahmed, psc (Retd.)	5	4
Md. Enayet Hossain	5	1
Engr. Mohammad Badrul Hassan	5	1
Engr. Mohammad Ruhul Majid	5	5

N.B.: Mr. Md. Enayet Hossain was selected in the board audit committee as Chairperson in place of Major. Md. Sabir Ahmed, psc (Retd.) from September 28, 2025.

MANDATE AND ROLE

The purpose, authority, composition, duties and responsibilities of the Audit Committee are defined in its Charter. The Committee has been mandated to:
Review the annual, half-yearly and quarterly financial statements and other financial results, and upon its satisfaction of the review, recommended the same to the Board. The Audit Committee also ensures the appropriateness of accounting policies and their adherence to statutory and regulatory compliance and applicable accounting standards.

- Monitor the financial reporting systems in place to ensure the integrity and the soundness of the information provided to the Board of Directors, Regulatory Authorities, Management and other Stakeholders.
- Identify, analyze and monitor the risks faced by the Company and examine the adequacy, efficiency and effectiveness of internal controls and procedures in place to avoid, mitigate or transfer such risks.
- Review statement of all related party transactions submitted by the management.
- Review the interim Financial Statements and the Company's Annual Financial Statements prepared for disclosure, before submission to the Board of Directors.

REPORTING OF THE COMMITTEE

On discharging its responsibilities, the audit committee has ensured the followings:

- Financial statements have been prepared and presented incompliance with all laws, regulation & standards as applicable.
- Adequate controls and procedures are in place to provide responsible assurance that the Company's assets are safeguarded and that the financial position of the company is adequately managed.
- Audit Committee also reviewed the Internal Auditor's Reports and observations. They have assessed and examined the effectiveness of the independent performance of the External Auditors' "T. HUSSAIN & CO.", Chartered Accountants, who will retire this year. As a result, audit committee suggested to board to re-appoint "T. HUSSAIN & CO.", Chartered Accountants as Statutory Auditors of the Company for the year 2025-2026 at a remuneration of Tk. 3.5 Lac only excluding VAT and they have conveyed their willingness to accept for re-appointment for the said period. This will be subject to the approval of the members at the Annual General Meeting.
- Attended in the meeting with external auditors for review of the external annual financial statements before submission to the board for approval.
- Reviewed the management, quarterly, half yearly, annually before submission to the board for approval.
- Reviewed the management discussion and analysis before disclosing in the annual report.
- Reviewed the management letters issued by statutory auditors.

On behalf of the Audit Committee,

Mohammad Sohel
Member Secretary of Audit Committee
Date: 27-10-2025

Md. Enayet Hossain
Independent Director & Chairperson of Audit Committee
Date: 27-10-2025

REPORT OF THE NOMINATION AND REMUNERATION COMMITTEE

In compliance with the Corporate Governance Code 2018, the Board of Directors constituted the Nomination and Remuneration Committee ("NRC") to assist the Board broadly in formulation of policy with regard to determining qualifications, positive attributes, experiences, remuneration mainly for directors and top level executives. A brief of the NRC and its roles, responsibilities and functions are appended below:

COMPOSITION AND MEETINGS

The NRC of BBS PLC comprises of three (3) members who will exclusively be Non-Executive Directors, including 1 (one) Independent Director. The company secretary shall act as the secretary of the Committee. The Committee includes:

SL	Name	Designation
01	Md. Enayet Hossain	Chairperson
02	Engr. Mohammad Badrul Hassan	Member
03	Engr. Mohammad Ruhul Majid	Member

N.B. Major. Md. Sabir Ahmed, psc (Retd.), Independent director, Chairperson of the NRC retired on September 27, 2025 from NRC and Engr. Mohammad Badrul Hassan selected as Member from September 28, 2025.

The Independent Director, Md. Enayet Hossain, acts as Chairperson of the Committee. As per regulatory guidelines, the Company Secretary acts as the Secretary of the Committee. The NRC, accordingly, performs in coherence and ensures compliance with the Corporate Governance Code promulgated by the Bangladesh Securities and Exchange Commission (BSEC).

Permanent invitees to the meetings are the Managing Director, the CFO, and the Company Secretary. Relevant heads of divisions and other members of the Management team will also attended the meetings at occasions, as required.

The attendance of the Board Remuneration Committee meeting held in 2024-2025 are as follow:

Name of the members	No. of meetings	Meetings Attended
Major. Md. Sabir Ahmed, psc (Retd.)	1	1
Engr. Mohammad Badrul Hassan	1	0
Engr. Mohammad Ruhul Majid	1	1
Md. Enayet Hossain	1	1

N.B.: Mr. Md. Enayet Hossain was selected in the board NRC as Chairperson in place of Major. Md. Sabir Ahmed, psc (Retd.) from September 28, 2025.

The Committee is empowered to perform, monitor, review and examine the followings during the year:

- Conducted an annual assessment of the effectiveness of the Board and Board Committees as a whole in respect of the financial year ended 30 June 2025.
- Carried out the assessment and rating of each Director's performances against the criteria as set out in the annual assessment form. The performance of Non-Executive Directors was also carefully considered, including whether he/she could devote sufficient time to the role.
- Reviewed and assessed the term of office and performance of the Audit Committee and each of its members for the financial year ended 30 June 2025.
- Reviewed and assessed the independence of each Independent Director.
- Reviewed and recommended to the Board, the re-election of the Directors who were due for re-election by rotation at the 22nd AGM of the Company.
- Determined the remuneration of the Company's Managing Director, the Manager, HRM, the Chief Financial Officer, the Company Secretary & also other Head of the Departments;
- Approved the design of, and determine targets for any performance related schemes and annual payments made under such schemes;
- Reviewed the design of all new long-term schemes and significant changes to such schemes for approval, in each case, by the Board and shareholders.
- Ensured that all provisions regarding disclosure of remuneration;

MAJOR RESPONSIBILITIES OF NRC

The purpose, authority, composition, duties and responsibilities of the Nomination and Remuneration Committee are delineated in its Charter. Some of the major responsibilities of the NRC are as follows:

- Recommend a policy on Board's diversity taking into consideration age, gender, experience, education and nationality;
- Formulate the criteria for determining qualification and independence of Directors;
- Identify persons who are qualified to become Directors and in top level executives and recommend their appointment and removal;
- Formulate the criteria for evaluation of performance of Independent Directors and the Board;
- Recommend a policy to the Board relating to the remuneration of the Directors, and top level executives;
- Assess that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate suitable Directors to run the company successfully;
- Evaluate that remuneration to Directors and top level executives involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals;
- Identify the company's needs for employees at different levels and determine their selection, transfer or replacement and promotion criteria;
- Recommend and review annually the Company's human resources and training policies;
- Recommend the remuneration policy of the Company, particularly in relation to the yearly increment principle; and
- Recommend the Code of Conduct for the Chair of the Board, other Board Members and Managing Director of the Company.
- Be responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any remuneration consultants who advise the Remuneration Committee.

NOMINATION, ELECTION AND SELECTION OF DIRECTORS

The NRC is responsible to ensure that the procedures for appointing new Directors are transparent and rigorous. The Board places great emphasis on ensuring its membership reflecting diversity in broader sense. A combination of age, gender, experience, ethnicity, educational background, nationality and other relevant personal attributes in the Board is important in providing a range of perspectives, insights and challenges needed to support right decision making. Recruitment and selection processes for Board members identify candidates with the most suitable skills, knowledge, experiences and personal values. Qualifications stated explicitly in BBS PLC's corporate governance to promote the equitable and unbiased selection.

EVALUATION OF THE BOARD

The NRC is responsible for ensuring the effectiveness of the Board. The Board shall carry out an evaluation once a year of its work, functions, performance as well as monitoring of internal control over financial reporting for the preparation of external financial statements and the safeguarding of assets. The evaluation process is led by the Chairperson of the Board and assisted by the Company Secretary. Each Director is required to complete a confidential pre-set questionnaire. The evaluation includes a review of the administration of the Board and its committees covering their operations, agenda, reports, and information produced for consideration, and relationship with Management.

TOP LEVEL EXECUTIVE SELECTION AND REMUNERATION POLICY

The performance of the Company depends upon the quality of its Directors and Top Level Executives. To prosper, the Company must attract, motivate and retain highly skilled Directors and Executives.

The recruitment process for Top Level Executives shall be transparent, non-discriminatory, diversified and in alignment with the Codes of Conduct. Recruitment standards shall support BBS PLC's reputation as an attractive employer.

The objective of BBS PLC's remuneration policy is to secure that reward for Top Level Executives shall contribute to attracting, engaging and retaining the right employees to deliver sustainable value for shareholders in accordance with the BBS PLC behavior.

REMUNERATION FOR BOARD OF DIRECTORS

Each Director shall receive reasonable remuneration from the Company for every meeting attended, plus travelling expenses from and to usual place of residence and an allowance per day for the number of days spent attending, travelling to and returning from Board meetings.

For and on behalf of the Nomination and Remuneration Committee of Bangladesh Building Systems PLC.

Mohammad Sohel
Member Secretary
Nomination and Remuneration Committee
Date: 27-10-2025

Md. Enayet Hossain
Chairperson
Nomination and Remuneration Committee
Date: 27-10-2025

ANNEXURE : A

CEO & CFO'S DECLARATION TO THE BOARD

Date: 27-10-2025
The Board of Directors
Bangladesh Building Systems PLC.
01, Mohakhali C/A, Advanced Noorani Tower (Level-08),
Dhaka-1212.

Subject: Declaration on Financial Statements for the year ended on 30 June, 2025

Dear Sirs,

Pursuant to the condition No. 1(5)(xxvi) imposed vide the Commission's Notification No. BSEC/CMRRCD/2006 -158/207/Admin/80, Dated: 03 June, 2018 under section 2CC of the Securities and Exchange Ordinance 1969, we do hereby declare that:

(1) The Financial Statements of Bangladesh Building Systems PLC. for the year ended on 30 June, 2025 have been prepared in compliance with International Accounting Standards (IAS) or International Financial Reporting Standards (IFRS), as applicable in the Bangladesh and any departure there from has been adequately disclosed;

(2) The estimates and judgments related to the financial statements were made on a prudent and reasonable basis, in order for the financial statements to reveal a true and fair view;

(3) The form and substance of transactions and the Company's state of affairs have been reasonably and fairly presented in its financial statements;

(4) To ensure above, the Company has taken proper and adequate care in installing a system of internal control and maintenance of accounting records;

(5) Our internal auditors have conducted periodic audits to provide reasonable assurance that the established policies and procedures of the Company were consistently followed; and

(6) The management's use of the going concern basis of accounting in preparing the financial statements is appropriate and there exists no material uncertainty related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern.

In this regard, we also certify that:-

(i) We have reviewed the financial statements for the year ended on 30 June, 2025 and that to the best of our knowledge and belief:

(a) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

(b) These statements collectively present true and fair view of the Company's affairs and are in compliance with existing accounting standards and applicable laws.

(ii) There are, to the best of knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the code of conduct for the company's Board of Directors or its members.

Sincerely yours,

Engr. Hasan Morshed Chowdhury
Managing Director & CEO
Date: 27-10-2025

Md. Mamun Howlader
Chief Financial Officer (CFO)
Date: 27-10-2025

AUDITED
FINANCIAL STATEMENTS
(JUNE 30, 2025)

be Safe with steel Building

environment

টি, হোসেন এন্ড কোং
T. HUSSAIN & CO.
Chartered Accountants
An Independent Member firm of Parkson Hyde Global Limited, UK

HB Tower (1st & 4th Floor)
23/G/1, Free School Street
Panthapath, Dhaka-1205.
E-Mail: mdkawsar1974@gmail.com

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF BANGLADESH BUILDING SYSTEMS PLC. REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

OPINION

We have audited the financial statements of BANGLADESH BUILDING SYSTEMS PLC. which comprises of the Statement of Financial Position as at June 30, 2025, Statement of Profit or Loss and Other Comprehensive Income, Statement of Changes in Equity, Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion, the accompanying financial statements present fairly, in all material respects (or give a true and fair view of) the financial position of the Company as at June 30, 2025 and (of) its financial performance for the year then ended in accordance with the International Financial Reporting Standards (IFRSs).

BASIS FOR OPINION:

We conducted our audit in accordance with the International Standards on Auditing (ISAs) as adopted by the Institute of Chartered Accountants of Bangladesh (ICAB) and Bangladesh Financial Reporting Council (FRC). Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code), and we have fulfilled our other ethical responsibilities in accordance with the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

EMPHASIS OF MATTER

Without qualifying our opinion, we draw attention to the following:
We draw attention to the note number 3.15. Company recognized gratuity fund since long. According to Finance Act 2020, Gratuity Fund need to be approved by NBR but company yet not got gratuity fund approval from NBR and yet not actuary valuation has been done.
We draw attention to Note 3.15 of the financial statements, which describes that the Company has not implemented a provident fund scheme for its eligible employees as required under the provisions of the Bangladesh Labor Act, 2006 and relevant rules. Non-compliance with these statutory requirements may expose the Company to regulatory penalties and employee claims. Our opinion is not modified in respect of this matter.

OTHER MATTERS

The financial statements of the Company for the year ended 30 June 2024 were audited by another auditor A. Haque & Co. Chartered Accounatnts who expressed an unmodified opinion on those statements on 28 October 2024.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

1. REVENUE RECOGNITION AND VALUATION OF RECEIVABLES:	
DESCRIPTION OF KEY AUDIT MATTERS	**OUR RESPONSES TO THE KEY AUDIT MATTERS**
The entity operates in the steel building construction and manufacturing industry in Bangladesh, where the nature of contracts, delivery of steel components, building&erection services, customer acceptance and movement of goods create significant judgement areas in revenue recognition, cut-off and completeness. The company's turnover for the year ended 30 June 2025 is BDT 593 million – substantially lower than the prior year's BDT 829 million, reflecting a material decline in sales volume or contract throughput. This significant decline in turnover heightens the risk that:	We have tested the design and operating effectiveness of key controls focusing on the following: • We obtained and read the company's accounting policy for turnover recognition (including contract terms, point of transfer of control, delivery, acceptance by customer) and assessed its consistency with applicable financial reporting framework i.e. IFRS 15 "Revenue from Contracts with Customers", and with prior year.

DESCRIPTION OF KEY AUDIT MATTERS	OUR RESPONSES TO THE KEY AUDIT MATTERS
• management may recognise revenue prematurely, or inappropriately accelerate receipt of orders to meet targets; • some sales may not be billed or recorded (completeness risk) given pressure on margin or volume; • incorrect application of cut-off at year-end might result in misstatement of turnover; • variable considerations (discounts, rebates, contract modifications) or claims for additional work might not be properly estimated or disclosed. • variable considerations (discounts, rebates, contract modifications) or claims for additional work might not be properly estimated or disclosed.	• We updated our understanding of the contract and sales cycle in the steel building industry: sales orders, delivery of steel components, erection services, customer acceptance/inspection, invoicing, credit notes or rebates. • Understanding of the key controls related to the contracts with customers, goods delivery and invoicing process, and sanctioning of discount and commissions. • Assessment of the five step model for revenue recognition adopted by the Company in line with IFRS 15: Revenue, including cut-off point to satisfy performance obligation. • We assessed internal controls over the revenue cycle (order processing, delivery recording, invoicing, credit notes, contract amendments, rebates/discounts) and tested design and operating effectiveness of key controls. • Periodic balance confirmation from debtors; • Monitoring process for overdue receivables; and • Company's policy of creating provision against overdue receivables and periodic write off in line with IFRS 9. Our substantive procedures in relation to the assessing valuation of receivables comprises the following: • Reconciliation of debtors ageing to general ledger; • Conducting cut-off testing at the year-end; • Reviewing subsequent receipt of receivables balance; • Comparing current year rebate accruals to the prior year and issuance of credit notes post year end; and • We analysed the significant decline in turnover compared to the prior year. We performed inquiries of management as to causes (e.g., order book changes, market conditions, supply chain constraints, customer cancellations, pricing pressure) and evaluated whether any such matters gave rise to additional risk of misstatement for example acceleration of revenue recognition in the current year because of lower volume. • We performed analytical procedures (e.g., turnover by product type, by customer, by region, gross margin trends) comparing current year with prior year and investigated significant variances • We evaluated whether disclosures in the financial statements regarding turnover, accounting policy, contract terms, significant judgments e.g., variable consideration, deferred income, customer acceptance are adequate • Where we identified significant invoices or contract modifications near year-end, we obtained customer confirmations or correspondence and verified the substance of the transaction and whether revenue recognition is appropriate.

DESCRIPTION OF KEY AUDIT MATTERS	OUR RESPONSES TO THE KEY AUDIT MATTERS
See note no. 3.14, 08 & 23 for details	Based on the audit procedures performed, we obtained appropriate and sufficient audit evidence to address the risks related to turnover recognition and completeness for the year ended 30 June 2025.

2. VALUATION OF INVENTORIES:

DESCRIPTION OF KEY AUDIT MATTERS	OUR RESPONSES TO THE KEY AUDIT MATTERS
The Company has significant volume of inventory as at 30 June 2025 reflects a total inventory of BDT 403 million. It is worth noting that the inventories are measured at the lower of cost and net realizable value, as per the relevant accounting standards. Given the nature of the inventory, which includes hot-rolled steel plates, cold-rolled coils / colour-coated sheets, galvanised sheets and zink Aluminum Alloy Coated Steel Coils, the measurement process requires specialized expertise. Therefore, management has engaged internal and external professionals to accurately measure the quantity of the inventory at year-end. Inventories are carried at the lower of cost and net realisable value (NRV). As a result, management has applied judgement in determining the appropriate values for inventories which may be slow-moving or obsolete and need to apply impairment provision creating valuation risk. While excess holding of inventories could impact efficient use of working capital, similarly lower level of inventories can result in stock outs or irregular supply to the market. Furthermore, the Company reported raw material consumption of BDT 347 million for the current year, which is 27% lower than prior year due to decrease in production and sales revenue during the year. See note no. 3.08, & 08 for details	We evaluated the design and implementation of key inventory controls operating across the Company. We also reviewed management's process of identifying slow-moving and obsolete inventories and determining net realizable value of the inventories. Apart from that, we conducted the following activities: • We observed physical inventory counts and reviewed the reconciliation process of the count results to the inventory records maintained in the system. • Reviewing the survey reports of inventories prepared by the external experts, considering competence of the experts, adequacy of their work and the methods and judgment used by them; • Conducting survey of our own expert to evaluate the accuracy of the Company's external expert's survey result; • We reviewed the historical accuracy of inventory provisioning, and the level of inventory write-offs during the year; • Evaluating the Company's accounting treatment of the changes in the prices of raw materials, including the appropriateness of the related disclosures in the financial statements. • We compared the net realizable value on test basis through a review of subsequent period sales and the cost price of a sample of inventories and comparison to the associated provision to assess whether inventory provisions are complete. We discussed with management about their sales forecasting procedures and ordering of stocks, and inquired about remedial action taken in case of access or shortage of inventories due to difference in forecast and actual results.

3.MEASUREMENT OF DEFERRED TAX LIABILITY:

DESCRIPTION OF KEY AUDIT MATTERS	OUR RESPONSES TO THE KEY AUDIT MATTERS
Company reported net deferred tax liability totaling BDT 162 million as at June 30, 2025.	We obtained an understanding, evaluated the design and tested the operational effectiveness of the company's key controls over the recognition and measurement of deferred tax assets and liabilities based on prevailing tax rates and the assumptions used in estimating the future taxable expenses of the company.

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DESCRIPTION OF KEY AUDIT MATTERS	OUR RESPONSES TO THE KEY AUDIT MATTERS
Significant judgement is required in relation to deferred tax liability as their liability is dependent on forecast of future profitability over a number of years. See note no. 16, & 30.01 for details	We also assessed the completeness and accuracy of the data used for the estimations of future taxable expenses. We evaluated the reasonableness of key assumptions, timing of reversal of temporary differences and expiration of tax loss carry forwards, recognition and measurement of deferred tax liability. We involved tax specialists to assess key assumptions, controls, recognition and measurement of deferred tax assets. We assessed the adequacy of the company's disclosures setting out the basis of deferred tax liability balances and the level of estimation involved. We also assisted in evaluating the tax implications, the reasonableness of estimates and calculations determined by management. Finally assessed the appropriateness and presentation of disclosures against IAS 12 Income Tax.

4. VALUATION OF PROPERTY, PLANT AND EQUIPMENT (PP&E) INCLUDING IMPAIRMENT ASSESSMENT OF OTHER ITEMS OF PP&E

THE KEY AUDIT MATTER	HOW THE MATTER WAS ADDRESSED IN OUR AUDIT
PPE is a significant asset category for the Company, and its carrying amount as at the year-end is BDT 834 million. The Company's PPE comprises various types of assets, including land, buildings, furniture, vehicle, machinery, and equipment. The Company's financial statements recognize PPE at cost, and subsequent to initial recognition, PPE is carried at cost less accumulated depreciation and impairment losses. The valuation of PPE requires significant management judgment and estimation, including determining the useful lives of assets, assessing the residual values, and estimating the cost of dismantling/assets retirement obligation. Additionally, there is an inherent risk of misstatement in the valuation of PPE due to the complexity and diversity of the asset category. See note no. 3.02, 04 & Annexure A for details	Our audit procedures for recognition and valuation of proper plant and equipment (PPE) included: • obtaining an understanding of the Company's policies and procedures for the recognition and valuation of PPE including the initial recognition of assets, useful lives and residual values of assets, and the assessment of impairment losses; • evaluating the design and operating effectiveness of the Company's internal controls over PPE recognition an valuation; • reviewing and testing the Company's PPE balance to ensure its accuracy and completeness; • testing the accuracy and completeness of PPE additions, disposals, and impairment charges to ensure that all transactions are properly recorded in the accounting system; • reviewing the Company's maintenance records to ensure that the repairs and maintenance expenses are correctly classified as operating expenses and that any significant repairs are capitalized as part of the PPE; • conducting physical verification of fixed assets to verify the existence in line with the fixed asset register and relevant documents;

5. GOING CONCERN ASSESSMENT

THE KEY AUDIT MATTER	HOW THE MATTER WAS ADDRESSED IN OUR AUDIT
In forming our opinion on the financial statements, which is not modified, we have considered the adequacy of the disclosures made in Note 2.04 to the financial statements concerning the Company's ability to continue as a going concern.	We reviewed the cash flows statements as well as the management assessment about positive operating cash flow as well as negative overall net cash flows and liquidity position which has been led to take decisions about the entity's ability to run business on a going

THE KEY AUDIT MATTER	HOW THE MATTER WAS ADDRESSED IN OUR AUDIT
According to cash flow analysis, company shows negative cash flows and sudden decrease substantial amount of sales during the year under audit. The financial statements do not include the adjustments that would result if the company were unable to continue as a going concern. See note no. 2.04 for details	concern basis and we found overall negative cash flows have been the result of sudden decrease of sales. On the other hand negative cash flows have been replenished from the company's opening cash, bank balances and intercompany transfers. We reviewed the debt services to find out whether company facing any trouble to repay debt and found no defaulter exist. We reviewed the reasons for sudden decrease of sales and found due to current economic situations, cost of construction materials increased and customer purchase power has been temporarily decreased which would not be affected company's going concern ability for forthcoming years and no need to account for any adjustments.

OTHER INFORMATION

Management is responsible for the other information. The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The Annual Report is expected to be made available to us after the date of this auditor's report. The directors are responsible for the other information.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to the board of directors of the Company.

RESPONSIBILITIES OF MANAGEMENT AND THOSE CHARGED WITH GOVERNANCE FOR THE FINANCIAL STATEMENTS

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

AUDITORS' RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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As part of an audit in accordance with ISA, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statement, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, international omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of the Management' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the entity to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

In accordance with the Companies Act 1994, the Securities and Exchange Rules 2020 and Financial Reporting Act 2015, we also report the following

- we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit and made due verification thereof;
- in our opinion, proper books of account as required by law have been kept by the Company so far as it appeared from our examination of these books;
- the statement of financial position and the statement of profit or loss and other comprehensive income dealt with by the report are in agreement with the books of account and returns; and
- the expenditures incurred ware for the purpose of the Company' Business.

The engagement partner on the audit resulting in this independent auditor's report is Mohammad Abu Kawsar, FCA

Date: Dhaka
27-Oct-2025

Mohammad Abu Kawsar FCA,
ICAB Enrolment No. 1497
Partner
T. Hussain & Co.
Chartered Accountants
DVC 2510271497AS689022

BANGLADESH BUILDING SYSTEMS PLC.

STATEMENT OF FINANCIAL POSITION

AS AT JUNE 30, 2025

PARTICULARS	NOTES	2024-2025 Taka	2023-2024 Taka
ASSETS			
Non Current Assets:		**1,325,371,211**	**1,687,382,805**
Property, Plant and Equipment	4.00	834,384,401	882,880,073
Intangible Assets	5.00	953,322	1,054,923
Financial Assets at Fair Value	6.00	413,137,060	726,551,381
Capital Work-in-Progress	7.00	76,896,428	76,896,428
Current Assets:		**1,862,455,679**	**1,942,598,811**
Inventories	8.00	402,939,651	496,371,300
Advances, Deposits and Pre-payments	9.00	626,722,281	637,043,841
Trade & Other Receivables	10.00	819,913,475	795,360,403
Cash and Cash Equivalents	11.00	12,880,272	13,823,267
TOTAL ASSETS:		**3,187,826,890**	**3,629,981,616**
EQUITY AND LIABILITIES			
Shareholders' Equity:		**1,749,819,397**	**2,105,245,184**
Share capital	12.00	1,629,297,330	1,629,297,330
Fair value reserve	13.00	336,633,655	587,365,112
Retained earnings	14.00	(216,111,588)	(111,417,258)
Non Current Liabilities:		**728,230,618**	**814,552,675**
Long Term Borrowings	15.00	566,008,033	588,869,814
Deferred Tax Liability	16.00	162,222,585	225,682,861
Current Liabilities:		**709,776,874**	**710,183,758**
Short Term Bank Borrowings	17.00	334,824,927	287,422,086
Long Term Borrowings-Current Portion	18.00	233,673,319	280,279,860
Trade and Other Payables	19.00	28,354,073	31,437,792
Liabilities for Expenses	20.00	26,861,260	30,628,777
Provision for Income Tax	21.00	84,514,516	78,585,387
Unclaimed Dividend	22.00	1,548,779	1,829,856
TOTAL LIABILITIES		**1,438,007,492**	**1,524,736,433**
Total Equity & Liabilities:		**3,187,826,890**	**3,629,981,616**
Net Asset Value Per Share (NAVPS)	33.00	**10.74**	**12.92**

The accounting policies, other notes from 1 to 57 and Annexure-A form an integral part of the financial statements.

Company Secretary | **Chief Financial Officer** | **Director** | **Managing Director**

Mohammad Abu Kawsar FCA,
ICAB Enrolment No. 1497
Partner
T. Hussain & Co.
Chartered Accountants
DVC 2510271497AS689022

Date: Dhaka
27-Oct-2025

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T. HUSSAIN & CO.
Chartered Accountants

BANGLADESH BUILDING SYSTEMS PLC.

STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE YEAR ENDED JUNE 30, 2025

PARTICULARS	NOTES	2024-2025 Taka	2023-2024 Taka
Revenue (Net)	23.00	592,912,876	828,828,755
Cost of goods sold	24.00	(470,342,957)	(681,074,539)
Gross profit		122,569,919	147,754,216
Administrative Expenses Overhead	25.00	(51,490,845)	(67,169,034)
Selling and Distribution Overhead	26.00	(11,342,975)	(16,436,809)
Operating Profit		59,736,099	64,148,373
Other Income	27.00	8,780,083	43,170,339
Finance Cost	28.00	(159,912,307)	(136,568,423)
Non Operating Income			
Non Operating Income	29.00	-	60,541,175
Profit Before WPPF & Income Tax		(91,396,125)	31,291,464
Contribution to WPPF		-	(1,490,070)
Profit Before Tax		(91,396,125)	29,801,394
Less: Income tax expenses	30.00	5,151,717	17,822,275
Current Tax Expenses		5,929,129	18,853,759
Deferred Tax Income/(Expenses)		(777,412)	(1,031,484)
Profit After Tax		(96,547,842)	11,979,120
Other Comprehensive Income:			
Fair Value Reserve on Financial Asset (Net of tax)		(250,731,457)	(556,167,959)
Total Other Comprehensive Income		(250,731,457)	(556,167,959)
Total Comprehensive Income		(347,279,300)	(544,188,839)
Earning per share (Basic)	31.00	(0.59)	0.07

The accounting policies, other notes from 1 to 57 and Annexure-A form an integral part of the financial statements.

Company Secretary | **Chief Financial Officer** | **Director** | **Managing Director**

Date: Dhaka
27-Oct-2025

Mohammad Abu Kawsar FCA,
ICAB Enrolment No. 1497
Partner
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T. HUSSAIN & CO.
Chartered Accountants

BANGLADESH BUILDING SYSTEMS PLC.
STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED JUNE 30, 2025

Amount in BDT

Particulars	Share Capital	Fair value reserve	Retained Earnings	Total
Balance as on 01.07.2024	**1,629,297,330**	**587,365,112**	**(111,417,258)**	**2,105,245,184**
Net Profit after tax	-	-	(96,547,842)	(96,547,842)
Fair value reserve on financial asset (Net of tax)	-	(250,731,457)	-	(250,731,457)
Cash dividend paid	-	-	(8,146,487)	(8,146,487)
Balance as on 30.06.2025	**1,629,297,330**	**336,633,655**	**(216,111,588)**	**1,749,819,397**

STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED JUNE 30, 2024

Amount in BDT

Particulars	Share Capital	Fair value reserve	Retained Earnings	Total
Balance as on 01.07.2023	**1,629,297,330**	**1,215,389,071**	**(123,396,378)**	**2,721,290,023**
Net Profit after tax	-	-	11,979,120	11,979,120
Fair value reserve adjustment	-	(71,856,000)	-	(71,856,000)
Fair value reserve on financial asset (Net of tax)	-	(556,167,959)	-	(556,167,959)
Balance as on 30.06.2024	**1,629,297,330**	**587,365,112**	**(111,417,258)**	**2,105,245,184**

The accounting policies, other notes from 1 to 57 and Annexure-A form an integral part of the financial statements.

Company Secretary | Chief Financial Officer | Director | Managing Director

Mohammad Abu Kawsar FCA,
ICAB Enrolment No. 1497
Partner
T. Hussain & Co.
Chartered Accountants
DVC 2510271497AS689022

Date: Dhaka
27-Oct-2025

T. HUSSAIN & CO. CHARTERED ACCOUNTANTS Dhaka

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T. HUSSAIN & CO.
Chartered Accountants

BANGLADESH BUILDING SYSTEMS PLC.
STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED JUNE 30, 2025

PARTICULARS	NOTES	2024-2025 Taka	2023-2024 Taka
A. Cash flows from operating activities:			
Receipts from customers	32.01	568,359,804	839,276,418
Receipts from Scrap Sale		5,048,618	36,499,879
		573,408,422	**875,776,297**
Payment to suppliers, employee and others	32.02	(356,677,079)	(607,128,696)
Cash generation from operations		**216,731,343**	**268,647,601**
Income Tax Paid	32.03	(33,248,452)	(18,943,244)
Net Cash provided/(used) by Operating Activities		**183,482,891**	**249,704,357**
B. Cash Flows from Investing Activities:			
Acquisition of Fixed Assets		(177,000)	(440,000)
Share Sales		-	60,541,175
Dividend Income		2,849,221	6,058,442
Disposal of Fixed Assets		2,425,001	-
Net cash used by Investing activities		**5,097,222**	**66,159,617**
C. Cash flows from financing activities:			
Long Term Borrowings (Net)		(69,468,322)	(33,747,664)
Short Term Borrowings		47,402,841	(157,186,967)
Finance Income		889,566	745,067
Gain or (Loss) from Foreign Currency Transaction		(7,322)	(133,049)
Finance Cost (Interest Paid during the year)		(159,912,307)	(136,568,423)
Dividend Paid		(8,427,564)	(17,993)
Net Cash provided/(used) by Financing Activities		**(189,523,107)**	**(326,909,029)**
Increase/(Decrease) in Cash Flows (A+B+C)		**(942,994)**	**(11,045,055)**
Opening Cash & Bank Balances		13,823,267	24,868,322
Cash and Cash Equivalents		**12,880,272**	**13,823,267**
Net Operating Cash Flows Per Share (TK)	34.00	**1.13**	**1.53**

The accounting policies, other notes from 1 to 57 and Annexure-A form an integral part of the financial statements.

Company Secretary | Chief Financial Officer | Director | Managing Director

Mohammad Abu Kawsar FCA,
ICAB Enrolment No. 1497
Partner
T. Hussain & Co.
Chartered Accountants
DVC 2510271497AS689022

Date: Dhaka
27-Oct-2025

BANGLADESH BUILDING SYSTEMS PLC.
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED JUNE 30, 2025

T. HUSSAIN & CO. Chartered Accountants

1.00 THE BACKGROUND AND ACTIVITIES OF THE COMPANY:

1.01 LEGAL FORM OF THE COMPANY:
BANGLADESH BUILDING SYSTEMS PLC was incorporated on dated July 19, 2003 vide registration no- C-49909 as a 'Private' Company limited by shares and registered with the Registrar of Joint Stock Companies & Firms of Bangladesh under the Companies Act, 1994. It has started its commercial production in the year 2005. On October 30, 2010 the Company registered itself as a Public Limited Company under the Companies Act, 1994.

The Company is listed with both Dhaka Stock Exchange PLC (DSE) and Chittagong Stock Exchange PLC (CSE) on October 03, 2013 and September 30, 2013 respectively and trading of the share of the Company has been started from October 08, 2013.

1.02 ADDRESS OF THE REGISTERED & CORPORATE OFFICE:
The registered office of the Company is located at Factory Premises, Jaina Bazar, Telehate, Sreepur, Gazipur, Corporate Office: Advance Noorani Tower, (Level-08), 1, Mohakhali Commercial Area, Dhaka-1212 and its factory is situated at Jaina Bazar, Telehate, Sreepur, Gazipur.

1.02.1 OTHER CORPORATE INFORMATION:
(i) Trade License: TRAD/DNCC/026726/2022 date: 07/07/2025
(ii) e-TIN No.: 732812709180, date March 30, 2014
(iii) BIN No.: 000382087-0103, date: 01/07/2019

1.03 NATURE OF BUSINESS ACTIVITIES:
The principal activities of the Company throughout the year continued to manufacturing and marketing of Pre-Engineered Steel Building (PEB) in Bangladesh to meet-up the growing demand especially in the industrial sector. Bangladesh Building Systems PLC (BBS PLC) always eager for managing and seeking expertise and obtaining state-of-art technology to provide engineering solutions with world class quality and best customer services. It holds world-class quality certification like "ISO 9001:2015", Environment Management Systems "ISO 14001:2015" and Occupational Health and Safety Management Systems "ISO 45001:2018" from international organizations. Usually, BBS PLC deals with pre-engineered steel buildings like Factories, Warehouses, Hall rooms, Workshops, Aircraft hangers, Office buildings, Commercial showrooms, Distribution centres, Supermarkets, Restaurants and Residential buildings as well.

1.04 INVESTMENT:
BBSL holds 13.46% shares of BBS Cables PLC, which was incorporated April 12, 2009; vide Reg. No.-C-76109/09 under the Companies Act, 1994 as a Public Limited Company. The investment is recognized as per IFRS-09.

2.00 SUMMARY OF SIGNIFICANT ACCOUNTING PRINCIPLE AND VALUATION POLICIES:

2.01 BASIS OF PREPARATION AND PRESENTATION OF FINANCIAL STATEMENTS:
The financial statements have been prepared and the disclosures of information were made in accordance with International Accounting Standards (IASs), International Financial Reporting Standards (IFRSs), The Companies Act 1994, the Bangladesh Securities and Exchange Rules 2020, guidelines issued by FRC & all other applicable rules & regulations of the country. The Statement of Financial Position and Statement of Comprehensive Income have been prepared according to IAS-1 "Presentation of Financial Statements" under generally accepted accounting principles which are stated as under:

2.01.1 STATEMENT OF COMPLIANCE WITH APPLICABLE LAWS AND STANDARDS:
The Company is also required to comply with the following major legal provisions in addition to Companies Act, 1994 and other applicable laws and regulations:
- The Income Tax Act, 2023;
- The Income Tax Rules, 2023;
- The Finance Ordinance, 2025;
- Financial Reporting Act, 2015
- The Bangladesh Securities and Exchange Rules 2020

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- The Value Added Tax and Supplementary Duty Act, 2012;
- The Value Added Tax Rules, 2016;
- The Customs Act, 2023
- Bangladesh Labour Act, 2006 (as amended to 2023)
- International Accounting Standards (IAS)
- International Financial Reporting Standard (IFRS)
- International Valuation Standards (IVS)
- The Listing Regulations of Dhaka Stock Exchange Ltd. & Chittagong Stock Exchange Ltd.

2.02 MEASUREMENT BASES:

Measurement is the process of determining the monetary amounts at which the elements of the financial statements are to be recognized and carried in the statement of financial position and profit or loss and other comprehensive income. The measurement basis adopted by BBSL is historical cost for land, building and plant and machinery, inventories are at the lower of cost and net realizable value. Liabilities are recorded at the amount of proceeds received in exchange for the obligation, or in some circumstances (for example, Income Taxes), at the amounts of cash or cash equivalents expected to be paid to satisfy the liability in the normal course of business.

2.03 RISK AND UNCERTAINTY FOR USE OF ESTIMATES AND JUDGMENTS:

The preparation of financial statements in conformity with International Accounting Standards and International Financial Reporting Standards requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses and for contingent assets and liabilities that require disclosure, during and at the date of the financial statements.

Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions of accounting estimates are recognized in the period/year in which the estimate is revised and in any future period/years affected as required by IAS 8: "Accounting Policies, Changes in Accounting Estimates and Errors".

2.04 GOING CONCERN:

The financial statements of the Company are prepared on a going concern basis. As per management assessment there are no material uncertainties related to events or conditions which may cast significant doubt upon Company's ability to continue as a going concern.

2.05 ACCRUAL BASIS:

The company has prepared the financial statements, except cash flow information, using the accrual basis of accounting in accordance with IAS-1 Para-27.

2.06 COMPONENTS OF THE FINANCIAL STATEMENTS:

According to the International Accounting Standards (IAS)-1 "Presentation of Financial Statements" the complete set of Financial Statements includes the following components":

i. "Statement of Financial Position as at 30 June, 2025"
ii. Statement of Profit or Loss and Other Comprehensive Income for the year ended 30 June, 2025;
iii. Statement of Changes in Equity for the year ended 30 June, 2025;
iv. Statement of Cash Flows for the year ended 30 June, 2025 &
v. Notes to the Financial Statements.

2.07 REPORTING PERIOD:

The financial period of the Company covers from 01 July to 30 June. The Company follows its reporting period from 01 July to 30 June in order to comply with the provision of section 9 of the Finance Act, 2015 and interpretations and implementation of Bangladesh Securities and Exchange Commission Directive No. SEC/SRMIC/2011/1240/445 dated April 27, 2016 concerning uniform income year. However, the company was followed its reporting period from 01 January to 31 December up to 30 June 2016. The financial statements cover twelve months from 01 July, 2024 to 30 June, 2025.

2.08 AUTHORIZATION FOR ISSUE:

The financial statements of BBSL for the year ended June 30, 2025 were authorized for issue in accordance with a resolution of the Board of Directors on October 27, 2025.

2.09 APPLICATION OF STANDARDS:

Accounting standards set out below have been applied consistently to all periods presented in these financial statements. The company's compliance with accounting standards is stated below:

Accounting Standards	Particulars	Compliance Status
IAS-1	Presentation of Financial Statements	Complied
IAS-2	Inventories	Complied
IAS-7	Statement of Cash Flows	Complied
IAS-8	Accounting Policies, Changes in Accounting Estimates and Errors	Complied
IAS-10	Events after the Reporting Period	Complied
IAS-12	Income Taxes	Complied
IAS-16	Property, Plant and Equipment	Complied
IAS-19	Employee Benefits	Complied
IAS-20	Accounting for Govt. Grants and Disclosure of Govt. Assistance	N/A
IAS-21	The Effects of Changes in Foreign Exchange Rates	Complied
IAS-23	Borrowing Costs	Complied
IAS-24	Related Party Disclosures	Complied
IAS-26	Accounting and Reporting by Retirement Benefit Plan	Complied
IAS-27	Consolidated and Separate Financial Statements	N/A
IAS-28	Investment in Associates	Complied
IAS-29	Financial Reporting in Hyperinflationary Economics	N/A
IAS-31	Interest in Joint Ventures	N/A
IAS-32	Financial Instruments: Presentation	Complied
IAS-33	Earnings per Share	Complied
IAS-34	Interim Financial Reporting	Complied
IAS-36	Impairment of Assets	Complied
IAS-37	Provisions, Contingent Liabilities and Contingent Assets	Complied
IAS-38	Intangible Assets	Complied
IAS-40	Investment Property	Complied
IAS-41	Agriculture	N/A
IFRS-1	First-time adoption of International Financial Reporting Standards	Complied
IFRS-2	Share based Payment	N/A
IFRS-3	Business Combinations	N/A
IFRS-4	Insurance Contracts	N/A
IFRS-5	Non-current Assets held for Sale and Discontinued Operations	N/A
IFRS-6	Exploration for and Evaluation of Mineral Resources	N/A
IFRS-7	Financial Instruments: Disclosures	Complied
IFRS-8	Operating Segments	Complied
IFRS-9	Financial Instrument	Complied
IFRS-10	Consolidated Financial Statements	N/A
IFRS-11	Joint Arrangements	N/A
IFRS-12	Disclosure of Interests in Other Entities	N/A
IFRS-13	Fair Value Measurement	Complied
IFRS-14	Regulatory Deferral Accounts	N/A
IFRS-15	Revenue from Contracts with Customers	Complied
IFRS-16	Leases	Complied

2.10 FUNCTIONAL AND PRESENTATION CURRENCY:

Functional and presentation currency items included in these financial statements are measured using the currency of the primary economic environment in which the company operates ('the functional currency'). These financial statements are presented in Bangladesh Taka ("BDT") which is also the functional currency of the company. The amounts in these financial statements have been rounded off to the nearest BDT except otherwise indicated.

2.11 FOREIGN CURRENCY TRANSLATION:

Foreign currencies have been translated into Taka currency at the ruling rate on the transaction dates. Monetary assets and liabilities are reconverted at the rates prevailing at the reporting period. Non-monetary assets and liabilities are reported using the exchange rate at date of transaction. Differences arising on conversion are changed to the statement of comprehensive income.

2.12 COMPLIANCE WITH THE REQUIREMENTS OF NOTIFICATION OF THE SECURITIES AND EXCHANGE COMMISSION DATED: 04.06.2008 UNDER REF. # SEC/CMMRPC/2008-81/53/ADM/03/28:

Notes to the financial statements marked from 3.00 to 3.27 setting out the policies are unambiguous with respect to the reporting framework on which the accounting policies are based. The accounting policies on all material areas have been stated clearly in the notes marked from 3.00 to 3.27.

3.00 SIGNIFICANT ACCOUNTING POLICIES:

3.01 CLASSIFICATION OF CURRENT VERSUS NON-CURRENT:

CURRENT VERSUS NON-CURRENT CLASSIFICATION

The company presents assets and liabilities in statement of financial position based on current/non-current classification.

AN ASSET IS CURRENT WHEN IT IS:

- expected to be realized or intended to be sold or consumed in normal operating cycle,
or - expected to be realized within twelve months after the reporting period,
or - held primarily for the purpose of trading,
or - cash or cash equivalents unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.
All other assets are classified as non-current.

A LIABILITY IS CURRENT WHEN IT IS:

- expected to be settled within twelve months after the reporting period,
or - held primarily for the purpose of trading,
or – there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period The company classifies
All other liabilities as non-current.
Deferred tax assets and liabilities are always classified as non-current assets and liabilities

3.02 PROPERTY, PLANT & EQUIPMENT:

A) RECOGNITION AND MEASUREMENT:

All property, plant and equipment are initially accounted for at cost and depreciated over their expected useful life in accordance with IAS-16. The cost of acquisition of an asset comprises its purchase price and any directly attributable cost of bringing the asset to its working condition for its intended use inclusive of inward freight, duties and non-refundable taxes. In respect of major projects involving construction, related pre-operational expenses form part of the value of asset capitalized.

B) CAPITALIZATION OF BORROWING COST:

Finance costs that are directly attributable to the construction of plants are included in the cost of those plants in compliance with IAS-23: Borrowing Cost, allowed alternative treatment.

C) SUBSEQUENT COSTS:

The cost of replacing part of item of property, plant, and equipment is recognized in the carrying amounts if it is probable that the future economic benefits embodied within the part will flow to the company and its cost can be measured reliably. The costs of the day-to- day servicing of property, plant equipment recognized in the statement in the comprehensive income as incurred.

D) DEPRECIATION:

No depreciation is charged on land, land development and Capital Work-in-Progress. Consistently, depreciation is provided on diminishing balance method based on written down value at which the asset is carried in the books of account. Depreciation continues to be provided until such time as the written down value is reduced to Taka one.

Each item of PPE is depreciated when it is available for use i.e. when it is in the location and condition necessary for it to be capable of operating in the manner intended by management. Depreciation of an asset ceases at the earlier of the date that the asset is classified as held for sale (or included in a disposal group that is classified as held for sale) in accordance with IFRS 5 and the date that the asset is derecognized. The depreciation/amortization rate(s) are as follows:

Fixed Assets	Depreciation Rates
Land & Land Development	0%
Factory Building & Other Construction	5%
Plant & Machinery	10%
Electrical Installation	15%
Furniture & Fixture	10%
Office Equipment & Computer	15%
Motor Vehicle	5%
Office Decoration	10%

N.B.-Land and Land Development is not depreciated.

E) RETIREMENTS AND DISPOSAL:

An asset is derecognized on disposal or when no future economic benefits are expected from its use and subsequent disposal. Gains or losses arising from the retirement or disposal of an asset is determined as the difference between the net disposal proceeds and the carrying amount of the asset and is recognized as gain and loss from disposal of asset under other income in the Statement of Profit or Loss and Other Comprehensive Income.

3.03 SOFTWARE:

Software is generally charged off as revenue expenditure. Customized software that is integral to the functionality of the related equipment is capitalized as part of that equipment.

Acquired computer software's capitalized on the basis of the costs incurred to acquire and bring to use the specific software. These costs are amortized over their estimated useful lives.

3.04 INTANGIBLE ASSETS:

A) RECOGNITION AND MEASUREMENT:

Intangible assets have finite useful lives and are stated at cost less accumulated amortization and any impairment losses. Intangible assets are recognized in accordance with IAS 38-Intangible assets. Intangible assets include

cost of acquisition of computer software, intellectual property, copyright and other costs incidental to such capital expenditure.

B) SUBSEQUENT COSTS:

Subsequent costs are capitalized only when they increase the future economic benefits embodied in the specific asset to which they relate. All other costs are recognized in profit or loss as incurred.

C) AMORTIZATION:

Amortization is recognized in profit or loss on straight line basis over the estimated useful lives of intangible assets from the date they are available for use. Intangible asset (Computer Software) is amortized at the rate of 5% to 33%.

D) DERECOGNITION:

An intangible asset is derecognized on disposal or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of intangible assets, measured as the difference between the net disposal proceeds and the carrying amount of the assets, are recognized in profit or loss.

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3.05 IMPAIRMENT OF ASSETS:
All assets have been reviewed according to IAS-36 and it was confirmed that no such assets have been impaired during the year and for this reason no provision has been made for impairment of assets.

3.06 CAPITAL WORK-IN-PROGRESS:
Property, plant and equipment under construction or not available for use are accounted for as capital works in progress and are measured at cost until completion of construction or installation or available for use. In conformity with IAS 16: property, plant & equipment; no depreciation is charged on Capital work in progress as it is not available for use.

3.07 FINANCIAL INSTRUMENTS
A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

3.07.01 FINANCIAL ASSETS:
The Company initially recognizes receivables and deposits on the date that they are originated. All other financial assets are recognized initially on the date at which the Company becomes a party to the contractual provisions of the transaction.
The Company derecognizes a financial asset when the contractual rights or probabilities of receiving the cash flows from the asset expire, or it transfers the rights to receive the contractual cash flows on the financial asset in a transaction in which substantially all the risks and rewards of ownership of the financial asset are transferred.
Financial assets include cash and cash equivalents, accounts receivable, and long term receivables and deposits.

3.07.02 FINANCIAL LIABILITIES:
The Company initially recognizes debt securities issued and subordinated liabilities on the date that they are originated. All other financial liabilities are recognized initially on the transaction date at which the company becomes a party to the contractual provisions of the liability.
The Company derecognizes a financial liability when its contractual obligations are discharged, cancelled or expired.
Financial liabilities include loans and borrowings, accounts payable and other payables.

3.08 INVENTORIES
Inventories are measured at the lower of cost and net realizable value. The cost of inventories is based on weighted average cost method and includes expenditure incurred in acquiring the inventories, production or conversion costs, and other costs incurred in bringing them to their existing location and condition. In the case of manufactured inventories and work in progress, cost includes an appropriate share of production overheads based on normal operating capacity. Stores and spares and material in transit are measured at cost.
Net realizable value is the estimated selling price in the ordinary course of business, less the estimated cost of completion and selling expenses. Inventories consist of raw materials, finished goods, and stores and spares.

CATEGORY OF INVENTORY		BASIS OF VALUATION
Raw Materials	:	At weighted average cost
Work in Process	:	At weighted average cost
Finished Goods	:	Net Realizable Value

3.09 CASH & CASH EQUIVALENTS:
Cash & cash equivalents include cash in hand, cash at banks, term deposits which are available for use by the Company without any restrictions. There is an insignificant risk of change in value of the same.

3.10 ACCOUNTS RECEIVABLE:
Accounts receivables are created at original invoice amount less any provision for doubtful debts. Provision are made where there is evidence of a risk of non-payment, taking into account ageing, provision experience and general economic conditions. When an accounts receivable is determined to be uncollectible it is written off, firstly against any provision available and then to the statement of comprehensive income.

3.11 CREDITORS & OTHER PAYABLES:
Liabilities are recorded at the amount payable for settlement in respect of goods and services received by the Company.

3.12 PROVISIONS & CONTINGENCIES:

Provisions were made considering risk and un-certainties at best estimate of the probable expenditure that would require to meet the current obligation at the date of statement of financial position. Contingent liabilities and assets are current or possible obligations on liabilities or assets, arising from past events and existence of which depends upon the occurrence or non-occurrence of one or more uncertain future events which are not within the control of the company.

3.13 LEASES:

IFRS-16: "Leases" has come into force on 01 January 2019 as adopted by the Institute of Chartered Accountants of Bangladesh (ICAB). The Company was used it's associated company's floor space for corporate office entering an agreement up to June 30, 2023. Subsequently company cancelled its lease agreement for shifting corporate office to its own building. Company does not includes any Machinery, Copy Right, Software, Vehicles etc. The contracts was four-years cancellable (both parties three months notice period). The contracts does not offer any buying option, commitment to buy or any assurance of post use minimum market price for the used floors. Considering exemptions allowed in IFRS-16 (does not transfers substantially all the risk and rewards incidental to ownership, the rental agreements was not considered as finance lease).

LEASE LIABILITY:

As the company recognized right-of-use of assets, at the commence date of the lease, the company recognized lease liabilities measured at the present value of lease payments to be made over the lease term using the incremental borrowing rate. Lease liabilities was measured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payment. During the current year company derecognize lease liability for cancellation of lease agreement with associate.

3.14 REVENUE & OTHER INCOME:

REVENUE FROM CONTRACTS WITH CUSTOMERS:

Revenue is recognized when invoice for products and service are made and the significant risk and reward of ownership are transferred to the dealers, recovery of the consideration is probable, associated costs and possible return of goods can be estimated reliably, there is no continuing management involvement with the goods, and the amount of revenue can be measured reliably. The five steps model as suggested by IFRS-15 has been complied in case of revenue recognition.

THE FIVE STEPS MODEL CONSISTS OF:

1. Identification of contract(s) with a customer
2. Identification of performance obligation
3. Determination of transaction price
4. Allocation of transaction price to separate performance obligations
5. Recognition of revenue when entity satisfies performance obligations

(A) SALES OF GOODS:

In compliance with the requirements of IFRS-15 revenue is recognized for local sales of steel building and conductors is recognized when products are despatched to customer that is when the significant risk and
rewards of ownership have been transferred to the buyers, recovery of consideration is probable, the associated cost and possible return of goods can be estimated reliably.

(B) INTEREST INCOME:

Interest income comprises interest on financial deposits with banks. The amount of interest income is recognized on an accrual basis using the effective interest rate method.

(C) DIVIDEND INCOME:

Dividend income is recognized when the company's right to receive payment is established.

(D) PROCEEDS FROM SCRAP SALE:

Proceeds from sale of Scrape are recognised when the proceeds have been received.

3.15 EMPLOYEES' BENEFIT:

Employees of the Company are entitled to get the following benefits from the Company :

A) SHORT-TERM BENEFITS:

Short-term benefits consist of wages, salaries, allowances and bonuses. These obligations are recognized and expenses in the respective periods when the related services are obtained. Any amount not paid are recognized as a liability (undiscounted) at the end of the year.

B) PROVIDENT FUND:

Company has not implemented a provident fund scheme for its eligible employees as required under the provisions of section 237 to 327 of the Bangladesh Labour Act, 2006.

C) GRATUITY:

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The employee gratuity plan is considered as defined benefit plan as it meets the recognition criteria. The company's obligation is to provide the agreed benefits to current and former employees. This fund yet to be recognized by the company and need to be get approval from National Board of Revenue (NBR).

D) WORKERS' PROFIT PARTICIPATION FUND:

This represents 5% of the net profit after charging such contribution but before tax contribution by the Company as per provisions of Bangladesh Labour Law 2006 (Amendments 2018) and is payable to the workers as define in the said Law. During the current year, company unable to provision WPPF for incurring net loss.

3.16 BORROWING COSTS:

In compliance with the requirements of IAS-23 "Borrowing Costs", borrowing costs of operational period on short-term loan facilities from commercial banks was charged off as revenue expenditure as they incurred.

3.17 NET PROFIT BEFORE TAX:

Net Profit before Tax for the year was not materially affected by:
- transaction of a nature not usually undertaken by the Company;
- circumstances of an exceptional or non-recurring nature;
- charges or credits relating to prior years; and
- changes in accounting policies.

3.18 TAXATION:

Provision is made at the ruling rate, considering tax, applied on 'estimated' taxable profit as a "Public Limited Company Listed with Stock Exchanges".

A) CURRENT TAX:

Provision for income tax has been made as per requirements of the Income Tax Act, 2023 and Income Tax Rules 2023. Income tax expense is recognized in the income statement except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity. Current tax expense has been recognized on the basis of the Finance Ordinence, 2025 and Income Tax Act, 2023 and Income Tax Rules 2023 and the tax rate of the company is @ 22.5% or subject to minimum tax on the gross receipts or Tax deducted at source whichever is higher is treated as taxable income.

B) DEFERRED TAX:

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit and are accounted for using the Statement of Financial Position as liability method. Deferred tax liabilities are generally recognized for all taxable temporary differences and deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. BBSPLC recognized deferred tax liabilities for all taxable temporary differences.

3.19 EARNINGS PER SHARE:

The Company calculates Earnings per Share (EPS) in accordance with IAS-33: "Earning per Share", which has been shown on the face of Statement of Profit or Loss and Other Comprehensive Income, and the computation of EPS is stated in the note.

(A) BASIC EARNINGS:

This represents earnings for the year attributable to the ordinary shareholders. As there was no preference dividend, minority interest or extra ordinary items, the net profit after tax for the period has been considered as fully attributable to ordinary shareholders.

(B) WEIGHTED AVERAGE NUMBER OF ORDINARY SHARES OUTSTANDING DURING THE PERIOD:

Computation of weighted average number of ordinary shares is not required, as number of shares outstanding has been not changed during the reporting year.

(C) BASIC EARNINGS PER SHARE:
This has been calculated by dividing the basic earnings by weighted average number of ordinary shares outstanding during the year.

(D) DILUTED EARNINGS PER SHARE:
No diluted EPS is required to be calculated for the year, as there was no scope for dilution during the year under review.

3.20 FOREIGN CURRENCY TRANSACTIONS:
Foreign currencies are translated into taka at the exchange rates ruling on the date of transactions in accordance with IAS-21 "The Effects of Changes in Foreign Exchange Rates". Bank deposit in foreign currency has been translated into taka at the year end at the rate of exchange ruling on that date and gain/ (loss) if any have been accounted for as other income/(loss) in the Income Statement.

3.21 STATEMENTS OF CASH FLOWS:
Statement of Cash Flows is prepared principally in accordance with IAS-7: Cash Flow Statements and the cash flows from operating activities have been presented under direct method.

3.22 RELATED PARTIES DISCLOSURE:
As per IAS-24 'Related Party Disclosures', parties are considered to be related if one of the parties has the ability to control the other party or exercise significant influence over the other party in making financial and operating decisions. The company carried out transactions in the ordinary course of business on an arm's length basis at commercial rates with its related parties. Related party transactions have been disclosed under Note-42 of the notes to the financial statements.

3.23 SEGMENT REPORTING:
No segmental reporting is applicable for the company as required by IFRS-8: "Operating Segment" as the company operates in a single industry segment and within a single geographical territory.

3.24 OFFSETTING:
No assets and liabilities or income and expenses were offset that may contradict requirements of any IFRSs/IASs.

3.25 CONCENTRATION OF COUNTERPARTY RISK:
As of June 30, 2025, the company does not have any significant concentration of business transacted with a particular customer, supplier or lender that could, if suddenly eliminated, have severely impacted the company's operations. The company also does not have any concentration of available source of labour, service or licenses or other rights that could, if suddenly eliminated, have severe impact on the operations of the company.

3.26 COMPARATIVE INFORMATION:
Comparative information has been disclosed in respect of the year ended June 2025 for all numerical information in the financial statements where it is relevant for understanding of the current year's financial statements. Figures for the year ended June 2024 have been re-arranged wherever considered necessary to ensure better comparability with the current year.

3.27 GENERAL:
Previous year's figures have been regrouped/reclassified wherever considered necessary to conform to current year's presentation. Figures have been rounded off to the nearest Taka, as the currency represented in this Financial Statements.

		2024-2025 Taka	2023-2024 Taka
4.00	**Property, Plant & Equipment:**		
	A. Cost:		
	Opening Balance	1,706,414,402	1,705,974,402
	Less: Transfer/Disposal during the year	(7,280,273)	-
	Add: Addition during the year	177,000	440,000
	Closing Balance	1,699,311,129	1,706,414,402
	B. Accumulated Depreciation:		
	Opening Balance	823,534,329	774,937,026
	Less: Transfer/Disposal during the year	(3,346,304)	-
	Add: Charged during the year	44,738,703	48,597,303
	Closing Balance	864,926,728	823,534,329
	Written down value on cost (A-B):	834,384,401	882,880,073

	2024-2025 Taka	2023-2024 Taka

4.01 Depreciation on additions are charged in the year of acquisition. The Company is following this policy consistently.
N.B -The Details Property, Plant & Equipment Schedule has been shown in Annexure -A.

5.00 Intangible Assets:

A. Cost:		
Opening Balance	2,029,555	2,029,555
Less: Transfer/Disposal during the year	-	-
Add: Addition during the year	-	-
Closing Balance	2,029,555	2,029,555
B. Amortization:		
Opening Balance	974,632	862,200
Less: Transfer/Disposal during the year	-	-
Add: Amortization during the year	101,601	112,432
Closing Balance	1,076,233	974,632
Written down value on cost (A-B):	953,322	1,054,923

*The details of which have been shown in **Annexure-A.***

6.00 Financial Assets at Fair Value:

Investment in BBS Cables PLC	413,137,060	726,551,381
	413,137,060	726,551,381

Bangladesh Building Systems PLC had aquired 20,000,000 Ordinary Shares of Tk. 10/- each of BBS Cables PLC i.e. 20% in 2016. The Company's interest in BBSL is accounted for using the equity method in the financial statements. Now the holdings stand at 13.46% represents 28,492,211 no. of Shares. Therefore, the company's interest accounted for at FVTOCI as per IFRS-9. The market price of BBS Cables Shares as on 30th June, 2025 was Tk. 14.50 per share and accordingly market value of BBS Cables 28,492,211 Shares to Tk. 413,137,060.

7.00 Capital work-in -Progress:

New Office Space	76,896,428	76,896,428
	76,896,428	76,896,428

Work-in-progress for new office Space comprises interior decoration of the corporate office premises of the company.

8.00 Inventories

A. Raw Material

Particulars	Quantity (MT/KG/PCS)		Amount in Taka	
	June 30, 2025	June 30, 2024	June 30, 2025	June 30, 2024
Aluninum Foil	45.00	58.00	74,250	95,700
LDP	26.00	63.00	91,000	220,500
Antimony Tri Oxide(ATO)	50.00	-	160,000	-
Galvalume Steel Coils	1.66	152.63	232,400	21,368,900
Decking	1.82	14.93	222,040	2,016,225
Hot Roll Steel Sheet/Plate	1732.00	2138.48	169,736,490	230,956,056
Poly Bag	1500.00	2040.00	33,000	44,880
Zink Aluminum Alloy Coated Steel Coils (Pre-Painted)	96.28	151.00	19,738,015	30,987,800
Sub Total			190,287,195	285,690,061

	2024-2025 Taka	2023-2024 Taka

B. Work- In-Process

Particulars	Quantity (MT/KG/PCS)		Amount in Taka	
	June 30, 2025	June 30, 2024	June 30, 2025	June 30, 2024
Purlin	1.23	6.62	175,890	947,375
Decking Sheet	0.78	0.63	108,330	86,940
Pre-fabricated I-Section	582.51	687.49	61,163,466	79,061,408
Roof Sheet	30.34	41.40	6,372,450	8,694,000
Sub Total			67,820,136	88,789,723

C. Finished Goods

Particulars	Quantity (MT/KG/PCS)		Amount in Taka	
	June 30, 2025	June 30, 2024	June 30, 2025	June 30, 2024
Accessories	-	-	2,610,503	3,245,623
Decking Sheet	1.49	11.39	205,620	1,571,820
Erection Materials	-	-	38,224,792	55,309,763
Purlin	1.56	43.57	223,080	6,230,510
Pre-fabricated I-Section	909.45	389.06	95,533,725	44,741,900
Roof Sheet	38.26	51.39	8,034,600	10,791,900
Sub Total			144,832,320	121,691,516
Total (A+B+C)			402,939,651	496,371,300

8.01 All stocks are good and it does not include any wastage and defective materials.

8.02 Management has been carried out a stock taking as on the close of the year found all right in terms of quality and weight.

8.03 The cost of inventories recognized as an expenses during the year in the statement of comprehensive income.

8.04 Inventories are valued at lower cost or net realizable value. Net realizable value is based on estimated selling price less any other cost anticipated to be incurred to make the sale.

8.05 The above inventories has been physically counted and valued by the inventory team consists of management staffs and audit teams.

8.06 As the Company deals in large number of items which vary in units , item-wise quantity statement of inventories could not be given.

9.00 Advance, Deposits and Prepayments

Advance Income Tax	9.01	427,593,627	394,345,175
Advance to Employees & Others	9.02	1,164,021	1,567,533
Advance to Parties	9.03	6,316,981	8,638,929
Advance to Office space purchase		183,167,010	183,167,010
Fire Policy Advance		4,367,613	3,213,054
Security Deposit		2,549,851	2,549,851
VAT Current Account		567,656	9,757,381
L/C Margin		-	25,032,325
Bank Guarantee Margin		995,522	8,772,583
		626,722,281	637,043,841

- Advance: These advances are un-secured but good and subsequently realized and/or adjusted.
- Security Deposits: The above balance represents security deposit made by the Company for electric, Gas ,telephone line connection , bank guarantee margin and others.
- The company has no pending current liability for VAT. VAT current account showed positive balance (advance payment) as of 30 June 2025.
- No amount was due by the Directors (including Managing Directors) and managing agents of the Company and any of them severally or jointly with any other person.

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		2024-2025 Taka	2023-2024 Taka
9.01	**Advance Income Tax:**		
	This is made-up as follows		
	Opening Balance	394,345,175	641,799,487
	Add: AIT from Customers	30,518,292	20,385,908
	AIT from Import	1,952,070	
	AIT from Bank Interest	208,246	
	AIT from Dividend	569,844	
		427,593,627	662,185,395
	Less: Adjusted during the year	-	(267,840,220)
	Closing Balance	427,593,627	394,345,175
9.02	**Advance to Employees & Others:**		
	Anower Hossain	5,000	5,000
	alomgir Hossain	4,500	-
	Mr. Helal Uddin Khondoker	890	-
	Mr. Enamul -Driver	5,000	5,000
	Mr. Hasibul Islam (Implementation)	183,820	-
	Mr. Jamal Uddin-Driver	5,000	5,000
	Mr. Khondokar Golagar Rahaman	308,909	116,911
	Mr. Milon	5,000	5,000
	Mr. Mosarrof Hossain (Impl)	120,597	138,961
	Mr. Nayan Kumar Biswas	10,264	17,739
	Mr. Nurul Alom	5,000	5,000
	Mr. Rasel Hossain	5,000	5,000
	Mr. Rashedur Rahman (Impl ID-1070104)	550	-
	Osman Goni Sumon	3,500	-
	Mr. Ripon	59,958	47,813
	Mr. Rony	5,000	-
	Mr. Sohel (Share & CA)	7,530	-
	Mr. Salim Rana	7,549	2,549
	Mr. Saydul Islam	357,038	1,157,409
	Mr.Tanmoy Biswas	-	6,500
	Mrs. Aysha Akter Eity	23,645	25,655
	Mr. Shahjalal Khandker	23,996	23,996
	Shariful Islam	4,000	-
	Mr. Zillur (Imp)	12,275	-
		1,164,021	1,567,533
9.03	**Advance to Parties:**		
	Azam Enterprise	-	16,160
	Evergreen Enterprise	1,356,000	-
	General Steel Buildings	900,000	
	Refined Computer	-	73,300
	Energypac Engineering Ltd.	29,658	-
	Unique Iron Traders	323,323	-
	Sima Enterprise	100,000	-
	Sonargoan Steel ltd.	1,624,600	1,457,100
	Mohammad Trading International	1,450,000	-
	Global Iron Store	-	2,000,000
	KYCR Coil Industries ltd.	-	54,661

	2024-2025 Taka	2023-2024 Taka
Steel mark Buildings Ltd.	533,400	-
Lira Industrial Enterprise	-	78,945
United Iron Store	-	1,225,432
MS MJS steel	-	3,500,000
MS Majeda steel	-	218,880
New smart General Service	-	14,451
	6,316,981	8,638,929

10.00 Trade & Other Receivables:

ABR Spining	3,048,992	3,298,992
Abound Steel Ind. Ltd	2,954,075	3,096,960
Abul Khair Steel Ltd	7,509,788	7,159,788
ACCL Club	3,000,000	4,000,000
Advance Attire Ltd	10,800,000	10,696,748
AKH ECO Apparels Ltd	22,443,021	8,487,058
AKH Group.	32,295,723	15,564,356
Akond Super Market	-	966,007
Al-Amren Food Products Ltd.	1,586,400	1,336,400
Ayesha Clothing Company Ltd	13,151,961	14,151,961
Aziz Trade Engineering Ltd.	10,966,915	11,146,915
Badhon Knit Fashion Ltd.	1,322,487	2,529,987
Baly Yarn Dyeing Ltd.	63,700	-
Bangladesh Auto Industries Ltd	2,511,796	2,611,796
Barnali Collecton	13,337,968	13,387,968
Bashundhara Group Trading	18,077,343	19,837,230
Baylink Containers Ltd.	11,675,423	20,993,323
BD Food Trading	-	533,027
Bengal Feed & Fisheries Ltd.	6,315,040	715,930
Bengal Group	9,915,172	10,615,172
Bengal Group Mold Shed	1,646,850	1,646,850
Bengal NFK Textiles Mills Ltd.	-	320,014
Berger Paint BD Ltd	3,527,392	7,402,885
Bhairob Power Ltd.	-	515,955
Chaity Composite Ltd.	904,705	2,584,881
Chadpur Power Generation Ltd	10,471,034	11,771,034
Chittagong Feed ltd	4,297,781	5,047,781
Civil Engineers LTd.	3,388,512	3,588,512
Color & Stitches	1,580,517	1,730,517
Denimach Washing Ltd. Trading	2,841,760	2,591,760
Divine Intimates Ltd.	641,296	791,296
East west human resource Ltd	977,024	17,374,274
East west human resource Ltd	20,694,158	-
Edison Footwear Ltd.	-	14,248
Elegal Construction	6,836,119	-
Elit Iron & Steel Industies Ltd	887,581	1,673,037
Envoy Textile Ltd	2,505,307	2,385,307
EON Group of Industries	1,622,573	1,747,573
Excel Feed Ltd.	145,520	-

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	2024-2025 Taka	2023-2024 Taka
Executive Attire Ltd.	8,776,760	9,476,760
Executive Greentex Ltd.	4,473,244	4,598,244
Fahim Washing Plant	2,258,985	2,408,985
Faisal Spining Mills Ltd.	-	441,172
Fakruddin Textile Mills Ltd.	2,241,548	2,091,548
Fakir Fashion Ltd.	6,044,172	458,752
Fardin Auto Gas & Filling Station	6,400,000	5,980,000
Fareast International University	418,547	15,267,450
FB Fashion Ltd.	1,030,100	1,280,100
Four H Group	18,366,935	18,641,204
Far Group	13,785,512	14,785,512
Gazi Auto Tyres	5,734,572	-
Gazipur & Mirzapur Tea Estate Ltd.	1,506,351	1,356,351
Gazi Tyers ltd.	4,899,545	4,699,545
Global Appliances Ltd	740,353	890,353
Green Smart Shirts Ltd.	6,897,587	7,311,352
Greentex Composite Mills	2,472,175	2,221,700
Ha-Meem Denim Ltd	-	87,152
Hashem Rice Mills Ltd.	3,443,978	3,273,623
HRD Department bridge BD	12,000,000	-
Impress New Tex AOP Shed	2,762,236	2,762,236
Impress New Tex Composit Ltd.	4,901,168	4,630,608
Incepta Pharmaceuticals	2,442,251	2,285,881
Infinia Group	5,170,097	4,894,632
Inherent Trading and Impex Ltd.	11,248,552	11,248,552
Islam Pack & Association Ltd	610,028	439,880
Ispahani Tea Ltd.	1,074,167	949,167
Kanchan Purbachal Power	2,667,943	2,417,943
Karooni Knit Composite Ltd.	576,138	726,138
Kazi Farms Group Trading	761,990	756,392
Kazi Grand parents Ltd.	703,672	567,912
Kazi Firms wire house	-	219,500
KM Bohumukhi Ltd.	4,048,826	3,791,446
KSRM Steel Plant Ltd.	3,220,463	3,070,463
KYCR Coil Industries Ltd.	9,603,037	3,239,221
LEO Metal Industries	18,806,728	20,722,593
Logistic services	2,865,593	3,075,593
Lotus Kamal Group	-	192,502
Madina Polymer Industries Ltd.	2,110,000	2,200,000
Magnum Steel Industries Ltd.	-	865,455
Majidsons Construction Ltd.	2,767,461	2,581,791
Marico Bangladesh Ltd.	1,441,206	821,135
Masafi Bread & Biscuit Industries Ltd.	1,603,312	1,353,312
MAX Industries Ltd.	10,837,734	13,899,566
Mech Tech Corporation Ltd	3,879,132	4,029,132
Meghna Group	16,847,501	24,016,423
Misami Garments Ltd.	16,354,962	8,456,380
MJL Bangladesh Ltd.	8,363,499	-
MN Convention Hall	7,783,779	7,283,779
Modern Syntex Ltd	11,086,912	11,077,446

	2024-2025 Taka	2023-2024 Taka
Monalisa Ceramics ltd	11,377,000	3,509,530
Mondol Group	8,150,014	1,913,932
Mongla Port Authority	26,449,928	31,449,928
Montex Fabrics ltd	5,199,149	4,973,769
MS Rana Enterprise	845,284	895,284
MS T & A Enterprise	988,025	-
M & U Cycle	2,506,751	1,524,162
Naasa Real State Ltd.	2,225,000	2,050,000
New Hope Animal Nutrition Compnany	6,002,303	19,533,763
Nextspaces Ltd.	4,577,547	4,569,379
Nortex Spinning Mills Ltd	1,915,014	1,915,014
Paragon Group	2,138,177	2,138,177
Paramount BTRAC Energy Ltd.	1,574,331	1,574,331
Paramount Textile	257,380	-
Police Trust Construction Ltd	1,988,144	1,627,644
Popular Pharmaceuticals Ltd	7,717,200	7,146,720
Quasem Industries Ltd	9,495,261	12,495,261
Rahman & Nesa Hospital	330,000	330,000
Rajon Industries Ltd.	2,214,483	1,403,249
Rancon Auto Industries Ltd.	4,442,887	4,442,887
Rancon Electronics Ltd.	6,340,150	1,023,050
Rangpur Poltry Ltd (Milk Process)	4,429,817	3,959,437
R.A Spinning Mills Ltd.	1,360,934	1,360,934
Sagorika Feeds Ltd.	1,637,304	1,637,304
Sakib Poly Ind. Ltd.	1,536,525	1,536,525
S Alom Group	61,483,189	61,483,189
Sarah Resort Ltd.	1,692,812	1,322,312
Shetu Pesticids Ltd.	22,990,592	24,990,592
Shaw Wallace Bangladesh Ltd.	3,799,216	3,529,216
Shiplu Textile & Spinning Mills Ltd	8,053,917	7,478,542
Shirin Spinning Mills Ltd.	682,374	1,149,200
Spectra Engineers Ltd.	291,783	27,858
Squre Food & Beverage Ltd.	-	16,251,889
SSP PVT Limited.	129,405	5,418,195
Talisman Sartorial Ltd	369,318	369,318
Tarasima Apparels Ltd	20,547,600	7,665,982
Tharmex Group	30,865,653	30,981,938
The Civil Engineers Ltd.	2,820,279	2,570,279
Tongwea Feed Mills Ltd	13,577,342	13,006,962
Transcom Bevarage Ltd.	9,625,000	9,375,000
T & S Buttion Bangladesh.	2,044,309	-
Turi Enterprise	3,817,903	3,078,499
Uniglory Paper & Packaging Ltd.	2,825,385	2,650,000
Unitex Composite Mills Ltd.	4,938,360	4,741,991
Viyellatex Group	12,404,612	12,404,612
X Ceramics Ltd.	5,724,034	17,101,034
Yester Jeans Ltd.	5,009,100	5,743,092
Zaee Trems	550,000	850,000
	819,913,475	795,360,403

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The ageing of Trade Receivable at the reporting date is as follows:		
0 to 1 Month	-	-
More than 1 Months to 3 Months	228,271,457	243,062,139
More than 3 Months to 6 Months	174,909,298	305,657,003
More than 6 Months and above	416,732,719	246,641,261
	819,913,475	795,360,403

10.01 The above amounts are unsecured but good and have been subsequently most of receivables realized. No provision was made for bad debt during the year under review.

10.02 No amount was due by the Directors (including Managing Director) or any other officers of the Company.

10.03 The Company did not make any provision for bad debts against trade receivables as trade receivables.

11.00 Cash and Cash Equivalents:			
Cash in Hand	11.01	195,643	796,824
Cash at Banks	11.02	12,684,629	13,026,443
Total		12,880,272	13,823,267
11.01 Cash in Hand:			
Cash in Hand		195,643	796,824
Total		195,643	796,824
11.02 Cash in Banks:			
FDR A/c. # 0781455000000036		4,391,100	4,200,000
FDR A/c. # 0781454000000027		0.00	3,075,000
Eastern Bank Ltd.		80	78
Dutch-Bangla Bank Ltd., A/c. # SND- 1031200001023		3,024,381	4,084,018
Dutch-Bangla Bank Ltd., A/c. # SND- 1931200029173		1,343,832	-
United Commercial Bank Ltd. A/c. # SND- 0781301000000234		244,568	4,330
United Commercial Bank Ltd., A/c # SND- 0781301000000223		2,601,861	17,709
City Bank A/c. # 3103429272001		91,800	112,798
Bengal Bank, A/c. # 1001301000483		566,345	956,383
Bengal Bank, A/c. # 1001301001008		134,718	-
NRBC, A/c. # 010236000000069		102,374	107,917
Modhumoti Bank Ltd., A/c. # 00352		6,524	7,444
NRBC, A/c. # 010233300000556		170,613	43,655
United Commercial Bank Ltd., A/c. # SND- 0781301000000245		6,434	7,496
United Commercial Bank Ltd., A/c. # USD- 0781180000000038		-	409,615
Total		12,684,629	13,026,443.00

- The bank balances have been confirmed and reconciled with respective bank statements.

12.00 Share Capital: As per disclosure requirement laid down in schedule under the rule 12(2) of the Securities and Exchange Rules 1987, the followings are the part and parcel of share capital.

Authorized share Capital: **500,000,000** Ordinary Share of Tk. 10 each	5,000,000,000	5,000,000,000
12.01 Issued, Subscribed & Paid-up: 162,929,733 Nos.Ordinary Shares of TK. 10 each issued and fully paid-up in cash	1,629,297,330	1,629,297,330

Name of Sponsor/Directors	% of Shares		No. of Shares	
	30-06-2025	30-06-2024	30-06-2025	30-06-2024
Engr. Md. Abu Noman Howlader	10.79	10.78	17,571,361	17,571,361
Engr. Hasan Morshed Chowdhury	5.28	5.28	8,607,207	8,607,207
Engr. Mohammad Badrul Hassan	8.95	8.95	14,588,932	14,588,932
Engr. Mohammad Ruhul Majid	4.99	4.99	8,126,004	8,126,004
Sub Total	**30.01**	**30.01**	**48,893,504**	**48,893,504**
Others				
Foreign investors	0.07	0.05	111,799	75,743
Institutions	23.11	21.88	37,649,962	35,657,948
General shareholders	46.81	48.06	76,274,467	78,302,537
Sub Total	**69.99**	**69.99**	**114,036,228**	**114,036,228**
Total	**100**	**100**	**162,929,732**	**162,929,732**

12.02 Range with shareholding position:

Range of holdings In number of shares	No. of shareholders		Number of shares	
	30-06-2025	30-06-2024	30-06-2025	30-06-2024
1 to 500 shares	3,410	4,332	616,607	981,464
501 to 5000 shares	7,461	7,556	14,225,173	14,941,461
5001 to 10000 shares	1,450	1,468	11,042,789	11,152,882
10001 to 20000 shares	838	915	12,268,356	13,245,428
20001 to 30000 shares	317	276	7,938,120	6,918,479
30001 to 40000 shares	175	162	6,151,855	5,749,457
40001 to 50000 shares	95	93	4,395,484	4,299,751
50001 to 100000 shares	158	146	11,121,265	10,242,264
100001 to 1000000 shares	90	87	20,639,060	20,067,927
1000001 to 1000000000 shares	17	18	74,531,023	75,330,619
Total	**14,011**	**15,053**	**162,929,732**	**162,929,732**

	2024-2025 Taka	2023-2024 Taka
13.00 Fair Value Reserve:		
Opening Balance	587,365,112	1,215,389,071
Fair Value Reserve on Financial Asset (Net of Tax)	(250,731,457)	(556,167,959)
	336,633,655	659,221,112
Fair Value Resrve Adjustment	-	(71,856,000)
	336,633,655	587,365,112
14.00 Retained Earning:		
Opening balance	(111,417,258)	(123,396,378)
Profit attributable to the Equity holders of the Company	(96,547,842)	11,979,120
Less: Cash Dividend Paid	(8,146,487)	-
Closing Balance	(216,111,588)	(111,417,258)
15.00 Long Term Borrowings:		
Long term loan-Lanka Bangla Finance	136,316,916	120,876,100
Term Loan-UCBL	400,031,601	509,549,549
Term Loan-NRBC	263,332,836	238,724,025
	799,681,352	869,149,674
Less: Current Maturity of Long Term Loan	(233,673,319)	(280,279,860)
Closing Balance	566,008,033	588,869,814

		2024-2025 Taka	2023-2024 Taka

15.01 The details of the loan is as under:

Name of the Bank	Particulars
Lanka Bangla Finance	**Nature:** Term loan **Sanction Limit:** Tk. 115,905,144 **Expiry Date:** 15-06-2033 **Interest Rate:** 14.00% **Security:** Land and Building & Machineries Guarantee.
United Commercial Bank PLC	**Nature:** Term loan **Sanction Limit:** Tk. 450,000,000 **Expiry Date:** 05-07-2027 **Interest Rate:** 15.00% **Security:** Land and Building & Machineries Guarantee.
NRBC Bank PLC	**Nature:** Term loan **Sanction Limit:** Tk. 260,000,000 **Expiry Date:** 11-05-2030 **Interest Rate:** 15.50% **Security:** Land and Building & Machineries Guarantee.

16.00 Deferred Tax (Assets)/Liability:

Deferred tax assets and liabilities have been recognized and measured in accordance with the provisions of IAS 12 : Income Taxes. The following is the analysis of deferred tax (assets)/ liabilities presented in the statement of financial position.

Opening balance		225,682,861	384,932,022
Add: Provision during the year	16.01	(777,412)	(1,031,484)
Less: Deferred Tax on (fair value reserve @ 20%)		(62,682,864)	(157,005,989)
Less: Adjustment of AIT of Dividend Income			(1,211,688)
Closing Balance		162,222,585	225,682,861

16.01 Details of deferred tax liabilities/(Assets):

Carrying amount on reporting date:		
Property, plant & equipment (excluding land)	583,958,406	882,880,073
Intangible Assets	953,322	1,054,923
	584,911,728	883,934,996
Tax base on reporting date:		
Property, Plant & Equipment	158,723,792	453,990,517
Intangible Assets	-	301,379
	158,723,792	454,291,896
Taxable/(deductible)Temporary Difference	(426,187,936)	(429,643,100)
Applicable Tax Rate	22.50%	22.50%
	(95,892,286)	(96,669,698)
Adjustment tax due to final assessment	-	-
Closing balance of deferred tax(Assets)/Liability	(95,892,286)	(96,669,698)
Opening balance of deferred tax(Assets)/Liability	(96,669,698)	(97,701,181)
Changes in deferred tax(Assets)/Liability	777,412	1,031,484
Adjustment for deferred tax on revaluation surplus	(0)	-
Deferred Tax (Benefit)/Expenses	777,412	1,031,484

17.00 Short Term Bank Borrowings:

CC Hypo-UCBL	213,296,937	183,923,460
Over Draft (OD)-NRBC	121,527,990	103,498,626
	334,824,927	287,422,086

17.01 The details of the loan is as under:

Name of the Bank	Particulars	2024-2025 Taka	2023-2024 Taka
United Commercial Bank PLC	**Nature:** CC Hypo (Working Capital) **Sanction Limit:** Tk. 150,000,000 **Expiry Date:** 30-09-2025 **Interest Rate:** 15.00% **Security:** Stock raw materials ,work in procecs and finished goods Guarantee		
NRBC Bank PLC	**Nature:** OD (Working Capital) **Sanction Limit:** Tk. 100,000,000 **Expiry Date:** 14-08-2025 **Interest Rate:** 15.50% **Security:** Stock raw materials ,work in procecs and finished goods Guarantee		

18.00 Long Term Borrowings-Current Portion:

Long Term Borrowings-Current Portion	15.00	233,673,319	280,279,860
		233,673,319	280,279,860

19.00 Trade and Other Payables:

Sundry Creditors for Goods and Service:		
Asian Paint	84,824	454,324
Berger Paint BD Ltd	323,112	1,260,771
Desk Touch International	-	54,997
Grambangla Tubes ltd.	2,249,716	3,382,571
Khaja Engineering Works	648,511	998,511
KYCR Coil Industries Ltd.	34,524	-
Linde Bangladesh Ltd	1,438,226	1,481,523
MS United Iron Store	408,968	1,141,085
Mindhill Corporation	-	379,030
MS A One Iron Store	345,335	1,097,659
MS Ifrat Steel	150,300	-
MS MJS Steel Center	107,126	-
MS Shyampur Iron Store	337,360	1,202,990
M. T Steel Corporation	3,993,890	2,285,685
MS Rahma Iron	13,278	-
New Osmani Mill Store	25,100	37,100
Nippon and MC Donald Steel.	66,675	-
Orbit Polymar Industries Ltd.	33,897	33,897
Parvez Enterprise	-	358,195
Rana Enterprise	240,000	-
Sharly Engineering works	1,052,202	1,343,065
Steel Mark pipes ltd.	25,333	25,333
UD Trading Company Limited	729,670	879,670
Sundry Creditors Others:		
Anisa Enterprise	1,950,989	461,748
A One Polymer Ltd	1,189,860	-
Atlantic Traders	298,101	405,189
Bangladesh Association of Public Listed Co.	50,000	50,000
Bhondhu Enterprise	20,050	68,050
Bismillah Automobiles	24,400	65,900

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Bismillah Transport Agency	22,000	-
Biswas Enterprise C & F	29,371	79,371
Biswas Transport Agency	25,103	250,103
BM Engineering	50,754	80,754
Britto Communication & logistics Service	-	-
BSRM Wires Ltd.	311,864	536,442
Central Depository Bangladesh Ltd.	95,400	-
Chowdhury & Brothers	-	82,828
Chittagong Stock Exchange PLC	540,000	-
City Paper & Stationary	141,715	188,479
Color Book	43,932	-
Customized Fabrication Engineering	-	30,000
Desk touch International.	29,997	-
Discovery Electric	56,823	73,323
Elit Paint & Chamical Industries	-	50,650
Equipment & Technologes BD	-	97,229
Essence Industrial gases Ltd.	402,544	64,160
Excel Agency	1,388,970	-
Fair Technology	753,356	75,215
Galxy Enterprise	-	107,400
GrameenphoneLtd.	-	65,657
HNS Engineering & Services	-	40,690
Hub of Safty & Engineering Solutions	-	73,209
Janata Hardware Store	-	52,380
Kamal Motors	-	79,000
Kansai Nerolac Paints	-	1,044,896
K L Smart		75,475
Linde Bangladesh (VIE)	180,297	-
Ma Steel Structure(Erection)	35,640	85,640
MH Machinery BD	-	210,000
MS Abdur Rouf Iron Store	94,920	194,920
MS Anjuman Enterprise	-	21,125
MS A T Timber Traders	38,798	65,653
MS Galxy Enterprise	-	207,152
MS Majumder Enterprise	-	65,150
MS MT T Steel	17,075	217,075
MS New Fashion	57,075	77,075
MS Sadia Paints	907,094	-
M/S. Sadi Enterprise	517,900	432,300
S/S Shaber Enterprise	-	15,750
Multiple Trading	-	227,160
Income tax supplier	693,142	-
Nahar Enterprise	62,987	217,987
N.F. Enterprise	-	88,195
N. Islam Transport Agency	85,282	621,893
Nitol Motors Ltd.	85,501	85,501
Nur Fiber Glass & Engineering	241,500	456,500
Octagon Fiber & Chamicals Ltd.	1,509,905	1,062,647
Rashid Steel Corporation	-	154,423

		2024-2025 Taka	2023-2024 Taka
	Shahid Trading Corporation	33,800	133,800
	Sandwish Panel Technology	12,634	62,635
	Sayem Steel Builders	37,400	37,400
	Steel Building Mfg Association	100,000	-
	Structure Engineering Ltd.	-	873,255
	Tax Deducted From Remuneration	924,000	504,000
	Tax Deducted From Salary	70,241	29,642
	Tax Deducted From Salary Factory	38,150	6,200
	Vikrampur Steel Ltd.	9,253	-
	TR Traders	-	113,800
	Trust Industrial Solution BD	-	70,275
	Akond Supper Market	33,993	-
	Bengal NFK Textiles Mills Ltd.	504,986	-
	Blay Plastic	-	646,254
	Magnum Steel plant Ltd.	134,545	-
	Mark Sweater Ltd.	41,728	-
	MS Globe Enterprise	1,607,454	1,786,060
	Naafco Group	-	1,113,105
	Rangpur Poltry Ltd.	-	347,228
	Structrual Building Systems Ltd.	-	47,940
	Undistributed refund warrant		
	Undistributed refund warrant	545,497	545,497
		28,354,073	31,437,792
20.00	**Liabilities for Expenses:**		
	Salary & Allowances	11,019,343	7,024,683
	Wages	4,538,167	5,745,217
	Electricity Bill	174,261	189,785
	Provident Fund	5,952,860	13,256,350
	Provision for Bed Debts	4,303,089	2,426,239
	Provision for VDS	23,470	36,433
	Provision for WPPF	390,070	1,490,070
	Corporate Gov. Certificate Fee	57,500	57,500
	Audit Fees	402,500	402,500
		26,861,260	30,628,777
20.01	**Provision for WPPF:**		
	Opening Balance	1,490,070	-
	Add: Provision during the period	-	1,490,070
		1,490,070	1,490,070
	Less: Payment during the year	1,100,000	-
	Balance as on 30th June, 2025	390,070	1,490,070
21.00	**Provision for income tax:**		
	Opening Balance	78,585,387	327,571,848
	Provision for the year	5,929,129	18,853,759
	Adjustment during the year	-	(267,840,220)
		84,514,516	78,585,387

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		2024-2025 Taka	2023-2024 Taka
Under tax provision in respect of previous year comprises			
Opening Balance		232,375,839	232,375,839
Income Year 2018-2019		30,209,121	30,209,121
Income Year 2019-2020		5,255,260	5,255,260
Income Year 2020-2021		5,634,254	5,634,254
Income Year 2021-2022		48,332,886	48,332,886
Income Year 2022-2023		5,764,488	5,764,488
Income Year 2023-2024		18,853,759	18,853,759
Income Year 2023-2024 (Adjustment)		(267,840,220)	(267,840,220)
Income Year 2024-2025		5,929,129	-
		84,514,516	78,585,387
22.00 Unclaimed Dividend:			
Unclaimed Dividend balance 2024-2025		131,914	-
Unclaimed Dividend balance 2021-2022		495,324	500,313
Unclaimed Dividend balance 2020-2021		-	401,202
Unclaimed Dividend balance 2019-2020		921,541	928,341
Total Balance as on 30th June, 2025		1,548,779	1,829,856
23.00 Revenue:			
A. Revenue streams			
Revenue from contracts with customers		592,912,876	828,828,755
		592,912,876	828,828,755
B. Disaggregation of revenue from contracts with customers			
Domestic Sales	23.01	592,172,873	828,828,755
Deemed Export		740,003	-
		592,912,876	828,828,755
23.01 Gross Domestic Sales:			
Gross Domestic Sales		661,420,050	938,165,684
Less: VAT		(69,247,177)	(109,336,929)
Domestic Sales		592,172,873	828,828,755
24.00 Cost of Goods Sold:			
Opening Stock		285,690,061	354,043,986
Raw materials (Foreign & Local) Purchase		251,231,949	408,076,003
		536,922,010	762,119,989
Closing Stock		(190,287,195)	(285,690,061)
		346,634,815	476,429,928
Manufacturing Expenses	24.01	125,679,358	153,745,803
Cost of goods manufactured		472,314,173	630,175,731
Add: Opening Work in Process		88,789,723	102,991,862
		561,103,896	733,167,593
Less: Closing Work-in-Process		(67,820,136)	(88,789,723)
		493,283,760	644,377,870
Opening stock of finished goods		121,891,516	158,588,185
		615,175,276	802,966,055
Closing stock of finished goods		(144,832,320)	(121,891,516)
		470,342,957	681,074,539

	2024-2025 Taka	2023-2024 Taka
24.01 Manufacturing Expenses		
Computer Accessories Factory	97,300	147,861
Conveyance	622,500	1,349,948
Crane Maintenances	313,775	327,465
Crane Rent Expenses	-	115,750
Depreciation on fixed Assets	42,000,527	45,575,784
Electrical Goods	275,410	323,184
Electricity Bill	2,746,390	2,413,668
Entertainment	371,615	446,531
Fabrication & Consumable Materials	2,088,653	3,190,558
Factory Insurance	1,038,254	1,038,254
Festival Bonus	5,769,674	7,406,370
Fire Fighting Refilling	14,780	17,645
Fuel for Generator & Vehicles	358,630	601,497
Implementation Expenses	3,334,636	3,993,853
Labor Charges	107,355	145,750
Loading & Unloading	202,350	218,450
Medical Expenses	63,530	111,824
Mobile Bill Factory	236,013	250,165
Other Factory Overhead	1,168,569	1,282,067
Out of Station allowance	1,325,552	1,563,550
Painting Expenses	1,691,418	3,035,587
Repair & Maintenances	842,094	565,593
Research & Development	22,340	48,350
Safety Goods Factory	35,330	62,750
Salary & Wages	59,880,768	78,357,769
Testing Charge	287,755	94,772
Vehicles Maintenances Factory	494,140	700,808
VIE Container Rent	290,000	360,000
	125,679,358	153,745,803
25.00 Administrative Overhead:		
AGM expenses	118,270	286,103
Amortization on Intangible Assets	101,601	112,432
Annual Fee	156,000	156,000
Audit Fees	402,500	402,500
Board Meeting Expenses	335,000	380,000
Computer Accessories	97,050	363,982
Conveyance	107,620	1,274,924
Corporate Governance Certificate Fees	57,500	57,500
Corporate Social Responsibility	76,530	147,350
Credit Rating fee	-	60,247
Depreciation on fixed assets	996,613	1,120,693
Directors Remuneration	8,448,000	8,448,000
Donation, Subscription and Gift	156,700	192,000
Entertainment	157,441	228,972
Festival Bonus	3,046,680	3,721,680
Fuel & Lubricant	903,129	1,854,617
Listing fee with Stock Exchanges	1,200,000	1,200,000
Legal Expenses	3,000	2,030
Medical FastAid	77,600	425,340
Meeting Expenses	13,014	43,645
Miscellaneous Expenses	60,000	1,858,074
Mobile Bill	434,714	1,287,902
Office Expenses-Chittagong	165,982	172,631
Office Maintenances	134,530	99,786

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		2024-2025 Taka	2023-2024 Taka
	Papers & Periodicals		
	Postage & Stamp	7,680	8,970
	Registration & Renewal	21,673	17,919
	Salary & Allowances	692,385	837,084
	Loss on disposal of vehicle	30,673,418	40,234,613
	Safety Goods	1,508,968	-
	Stationery & Photocopy	135,750	265,785
	Training & Development	429,010	482,196
	Telephone, Internet & Utility Bill	101,290	389,276
	Tree Plantation	156,350	242,500
	Vehicle Maintenance	117,350	265,875
		397,496	528,408
		51,490,845	67,169,034
26.00	**Selling & Distribution Expenses:**		
	Advertisement	172,300	479,825
	Business Promotion	585,500	700,000
	Bed Debts Expenses	1,876,850	1,992,736
	Conveyance & Outstation Allowances	134,735	431,975
	Depreciation on fixed assets	1,741,562	1,900,826
	Entertainment	22,235	67,655
	Festival Bonus	490,200	575,400
	Fuel and Lubricants	488,863	947,003
	Marketing Promotional Expenses	305,700	1,563,548
	Mobile Bill	116,442	297,621
	Research and Development	27,640	42,350
	Medical and Safty Equepment	68,370	475,375
	Salary and Allowances	4,850,752	6,183,250
	Tender Schedule purchase	9,000	-
	Vehicle Maintenance	452,826	779,245
		11,342,975	16,436,809
27.00	**Other Income:**		
	Interest Income- FDR & STD	889,566	745,067
	Dividend Income	2,849,221	6,058,442
	Proceeds from Scrap Sale	5,048,618	36,499,879
	Gain or (Loss) from foreign currency transaction	(7,322)	(133,049)
		8,780,083	43,170,339
28.00	**Finance Cost:**		
	Hypo Loan Interest	30,044,253	20,061,007
	Import Loan Interest	-	9,374,026
	Term Loan Interest	53,998,265	49,541,405
	Interest on Time Loan UCBL	-	1,347,356
	Interest on Overdraft NRBC	18,328,788	12,112,860
	Interest on LBFL	18,902,815	14,987,677
	Term Loan Interest NRBC	37,998,810	26,754,714
	Bank Commission, Lease Interest & Charges	639,376	2,389,378
		159,912,307	136,568,423
29.00	**Non Operating Income:**		
	Sale of Shares of BBS Cables PLC	-	60,541,175
		-	60,541,175

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	2024-2025 Taka	2023-2024 Taka
30.00 Income Tax Expenses:		
In completion with the requirements of para 79 of IAS-12: Income Tax, the major components of tax expenses are given below		
A. Current Tax expenses		
Current tax expenses in respect of the current year	5,929,129	5,231,995
Tax on Capital gain of Share Sale	-	13,621,764
	5,929,129	18,853,759
B. Deferred tax income/expense		
Deferred tax income/(expense) recognized in the current year	(777,412)	(1,031,484)
Total income tax expenses recognized in the current year(a+b)	5,151,717	4,200,511
30.01 Details of deferred tax liabilities/(Assets):		
Carrying amount on reporting date:		
Property, Plant & Equipment	583,958,406	882,880,073
Intangible Assets	953,322	1,054,923
	584,911,728	883,934,996
Tax base on reporting date:		
Property, plant & equipment	158,723,792	453,990,517
Intangible Assets	-	301,379
	158,723,792	454,291,896
Taxable/(deductible)Temporary Difference	(426,187,936)	(429,643,100)
Applicable Tax Rate	22.50%	22.50%
Closing balance of deferred tax(Assets)/Liability	(95,892,286)	(96,669,698)
Opening balance of deferred tax(Assets)/Liability	(96,669,698)	(97,701,181)
Changes in deferred tax(Assets)/Liability	777,412	1,031,484
Adjustment for deferred tax on revaluation surplus	-	-
Deferred tax charged to profit or loss and other comprehensive income	777,412	1,031,484
31.00 Earnings per share (EPS):		
31.01 Basic Earnings per share (EPS):		
Profit attributable to the Ordinary Shareholders	(96,547,842)	11,979,120
Weighted average number of share outstanding	162,929,733	162,929,733
Basic Earnings per share (EPS)	(0.59)	0.07
31.02 Restated Earnings per share (EPS):		
Profit attributable to the Ordinary Shareholders	(96,547,842)	11,979,120
Weighted average number of share outstanding	162,929,733	162,929,733
Restated Earnings per share (EPS)	(0.59)	0.07

No diluted earnings per share required to calculate for the year as there was no scope for dilution of shares during the year under review.

31.03 The calculation of the basic earnings per share is made in accordance with IAS 33 (Earning per Share), dividing the profit for the year by weighting average number of the shares issued.

31.04 Basic Earnings This represents earnings for the year attributable to the ordinary shareholders. As there was no preference dividend, minority interest or extra ordinary items, the net profit after tax for the year has been considered as fully attributable to the ordinary shareholders.

31.05 As per BSEC Notification (No: BSEC/CMRRCD/2009-193/188/Admin/89-dated: 07 September 2016), Earning Per Share(EPS) has stood Tk. (0.59) for the year ended on June 30, 2025 as against Tk. 0.07 for the year ended on June 30, 2024 due to decreasing the revenue, other income and Non-operating Income of the Company. To calculate weighted average number of Shares, total number of share rounded off to nearest integar.

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32.00 Statement of Cash Flows:

The cash flow statement shows the company's cash and cash equivalents changed during the year through inflows and outflows.
Cash flows statement has been prepared as per IAS -7 using the Direct Method.
Net cash inflow from operating activities arrived after adjusting operating expenses and taxes paid during the year.
Net cash used in investing activities includes cash outflow for purchase of property, plant and equipment after adjusting sale proceeds.
Net cash inflow financing activities mainly resulted from repayment of long term loan as well as received from short term loan.

32.01 Cash receipts from customers:

Gross cash received from customers arrived at after adjusting accounts receivables with revenue for the year. The make-up of:

Opening trade receivables	795,360,403	805,808,066
Sales during the period	592,912,876	828,828,755
Closing trade receivable	(819,913,475)	(795,360,403)
	568,359,804	839,276,418

32.02 Cash payment to suppliers, employees and others:

Cash paid to suppliers arrived at after adjusting cost of raw materials and consumption cost of spares parts consumed with creditors for trade supplies, non-cash items and creditors for revenue expenses. Employee remuneration includes all types of benefits paid and provided both in cash and kind other than the re-imbursement of expenses incurred for the Company's business.

The mark up of:		
Purchase of raw and packing material during the year	(251,231,949)	(408,076,003)
General administrative expenses	(51,490,845)	(67,169,034)
Selling and distribution expenses	(11,342,975)	(16,436,809)
Factory overhead	(125,679,358)	(153,745,803)
(Increase)/decreases trade payables	(3,083,719)	3,197,769
(Increase)/decreases liability for expenses	(3,767,517)	(259,313,918)
Increase/(decreases) advance deposited & prepayments	43,570,012	245,705,367
Adjustment for non- cash items		
Depreciation	44,840,304	48,709,735
Loss on disposal of vehicle	1,508,968	-
	(356,677,079)	(607,128,696)

32.03 Income Tax Paid:

During the year the Company paid Tk. 3,32,48,452 as advance income tax.mpany's business.

33.00 Net Asset Value Per Share (NAVPS):

Total Assets	3,187,826,890	3,629,981,616
Less: Total Liabilities	1,438,007,492	1,524,736,433
Net Asset Value (NAVPS)	1,749,819,397	2,105,245,183
Number of ordinary shares outstanding (Denominator)	162,929,733	162,929,733
Net Asset Value (NAV) Per Share (reported)	10.74	12.92

As per BSEC Notification (No: BSEC/CMRRCD/2009-193/188/Admin/69-dated: 07 September 2016), Net Asset Value Per Share (NAV) has stood Tk. 10.74 as at June 30, 2025 as against Tk. 12.92 as at June 30, 2024 due to the decreasing the fair value reserve on financial assets of the company.

34.00 Net Operating Cash Flows Per Share (NOCFPS):

Net Operating Cash Flows	183,482,891	249,704,357
Number of ordinary shares outstanding (Denominator)	162,929,733	162,929,733
Net Operating Cash Flows per share	1.13	1.53

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	2024-2025 Taka	2023-2024 Taka

35.00 Directors Responsibility on Statement:

The Board of Directors takes the responsibility for the preparation and presentation of these financial statements.

36.00 Receivable from Directors:

No amount is lying as receivable from the Directors.

37.00 Status of Tax Assessment of BANGLADESH BUILDING SYSTEMS PLC.:

The company has filled the return for Tax assessment for tax assessment year 2024-2025.

38.00 Commission, Brokerage or Discount:

No brokerage and discount against sales was paid during the year.

39.00 Payment made in Foreign Currency:

No expenses including Royalty, Technical Experts & Professional Advisory Fees and Interest etc. were incurred or paid in foreign currencies during the financial year.

40.00 Finance Lease Commitment:

As at 30-06-2025, there was no lease commitment under finance lease.

41.00 Claim not Acknowledged as debt:

There was no claim against the company acknowledged as debt as on 30 June, 2025.

42.00 Related Party Transactions:

During the year ended June 30, 2025 the Company entered into transactions with related party in the normal course of business. All these transactions took place in an arm length basis. Name of the related parties, nature of these transactions and amount thereof been set out below in accordance with the provisions of IAS 24: Related party disclosure.

42.01 Transactions with Related Parties:

Name of related party	Nature of transaction	Transaction during the year		Outstanding as on June 30, 2025	Outstanding as on June 30, 2024
		Received	Payment		
Engr. Md. Abu Noman Howlader	Remunaration	-	-	-	-
Engr. Hasan Morshed Chowdhury	Remunaration	-	5,632,000	2,816,000	-
Engr. Mohammad Badrul Hassan	Remunaration	-	-	-	-
Engr. Mohammad Ruhul Majid	Remunaration	-	-	-	-
Total			**5,632,000**	**2,816,000**	

42.02 Trading Transactions with Related Parties:

Name of related party	Relationship	Nature of transaction	30.06.2025	30.06.2024
BBS Cables	Sister Concern	Cash Dividend	2,849,221	6,058,442
Total			**2,849,221**	**6,058,442**

43.00 Payment /Perquisites to Directors and Officers:

The aggregate amount paid/provided during the year in respect of "Directors" and "Officers" of the company as defined in the Securities and Exchange rules 2020 are disclosed below:

Particulars	2024-2025 Taka 30.06.2025	2023-2024 Taka 30.06.2024
Directors Remuneration	8,448,000	8,448,000
Managerial Remuneration	-	-
Managerial Benefits:		
Bonus	-	-
House Rent	-	-
Conveyance	-	-

(a) no amount was spent by the company for compensating any member of the Board of Directors except as stated in (35) above.

44.00 Key Management Personnel Compensation:

There is no compensation paid to the chairman and directors. Managing Director, Managers and above designated personnel of the company are considered as key management personnel and compensaton of that personnel is disclosed below as required by paragraph 17 of IAS 24: Related Party Disclosures:

45.00 Attendance Status of Board Meeting of Directors:

During the year ended 30 June, 2025 total Six Board Meetings were held. The attendance status of all the meetings is as follows:

Name of Directors	Designation	Meeting held	Attendance
Engr. Md. Abu Noman Howlader	Chairman	6	3
Engr. Hasan Morshed Chowdhury	Manging Director	6	6
Engr. Mohammad Badrul Hassan	Director	6	6
Engr. Mohammad Ruhul Majid	Director	6	6
Md.Enayet Hossen	Independent Director	6	3
Major Md. Sabir Ahmed (Retd)	Independent Director	6	4

46.00 Audit Fees:

Auditors' remuneration comprises annual audit fees only.

47.00 Un-availed Credit Facilities:

There are no credit facilities available to the Company under any contract (other than credit available in ordinary course of business) at the Statement of Financial Position date.

48.00 Contingent Liabilities:

There are no claims against the company acknowledged as debts excepting claims, if any. An amount of Taka 2,241,595 claimed by Customs Authority on differential amount of sales against Import Duty Aluminum Foil with Bubble during the year 2007. The Company has made deposition several times to concern Customs Authority with proper grounds protesting the claim. As such the Company has filed petition to the High Court which is under subjudice matter.

49.00 Board Meeting Fees:

Board meeting attendance fees has been given to the Board of Directors.

Name of Directors	Designation	Meeting Fee (30.06.2025)	AIT Deduction (30.06.2025)	Attendance
Engr. Md. Abu Noman Howlader	Chairman	60,000	6,000	46,000
Engr. Hasan Morshed Chowdhury	Manging Director	60,000	6,000	64,000
Engr. Mohammad Badrul Hassan	Director	60,000	6,000	64,000
Engr. Mohammad Ruhul Majid	Director	60,000	6,000	64,000
Md.Enayet Hossen	Independent Director	46,000	4,600	40,600
Major Md. Sabir Ahmed (Retd)	Independent Director	60,000	6,000	64,000
Total		**335,000**	**33,500**	**301,500**

50.00 Subsequent Disclosure of Events after the Balance Sheet Date- Under IAS 10:

The financial statements were authorized for issue on 27th October 2025 by the Board of Directors who had the power to amend the financial statements after issue. There is no other significant event that has occurred between the Financial Position date and the date when the financial statements were authorized for issue by the Board of Directors of the company.

51.00 Internal Control:

The following steps have been taken for implementation of an effective internal control procedure of the company:

a. A strong internal control and compliance division has been formed with a view to establish a well designated system of internal control;

b. Regular review of internal audit reports with a view to implement the suggestion of internal auditors in respect of internal control technique;

c. To establish an effective management system that includes planning, organizing and supervising culture in the factory as well as at head office.

52.00 Events After Reporting Period:

52.01 Declaration of dividend and date of Annual General Meeting (AGM):

Meeting of the Board of Directors of BANGLADESH BUILDING SYSTEMS PLC. was held on October 27, 2025 from 4.30PM to 5.50 PM. Following decision was unanimously taken in the said meeting:

Particulars	Decision of the Board
Recommendation of Dividend for the Financial Year 2024-2025	No Dividend
Date of 22nd AGM	23-Dec-25
Record Date	17-Nov-25
Venue of AGM	Hybrid System

53.00 Segment Reporting:

The Company is domiciled in Bangladesh. The gross revenue from Pre-Engineered Steel Building (PEB) is BDT 593 million (2025). BDT 828 million(2024). The Company does not have any non current assets that are located outside Bangladesh

The Company is a primarily engaged in the manufacturing and Pre-Engineered Steel Building (PEB) of in Bangladesh and this forms the focus of the Company's internal reporting system. While the Company has clearly differentiated brands, segmentation within a wide portfolio of brands is not part of the regular internally reported financial information to the chief operating decision maker. Therefore, it is not possible to segment the Company's results by brand without a high degree of estimation.

As there is single business and geographic segment within the company operates as such no segment reporting is felt necessary.

54.00 Dividend Paid to the Shareholder:

During the year under review total cash dividend amounting to Tk. 81,46,487/- has been paid to the Shareholders. Dividend were paid in local currency to the local custodian bank of the shareholders as such no dividend was remitted in foreign currency.

55.00 Dividend paid to the Capital Market Stabilization (CMS) Fund:

The unclaimed/unsettled cash dividend for the year from 2020-2021 has been deposited to the Capital Market Stabilization (CMS) Fund as instructed by the Bangladesh Securities and Exchange Commission. Summary of unclaimed/unsettled cash dividend deposited to CMS Fund is as under:

Year	Amount in Tk.
2020-2021	397,501
Total	**397,501**

56.00 Financial Risk Management:

International Financial Reporting Standard (IFRS) 7- Financial instruments: Disclosures - requires disclosure of information relating to: both recognized and unrecognized financial instruments, their significance and performance, accounting policies, terms and conditions, net fair values and risk information- the Company's policies for controlling risks and exposures.

	2024-2025 Taka	2023-2024 Taka

The management has overall responsibility for the establishment and oversight of the company's risk management framework. The company's risk management policies are established to identify and analyze the risks faced by the company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies, procedures and systems are reviewed regularly to reflect changes in market conditions and the company's activities. This note presents information about the company's exposure to each of the following risks, the company's objectives, policies and processes for measuring and managing risk, and its management of capital. The company has exposure to the following risks from its use of financial instruments.

a) Credit Risk; b) Liquidity Risk; c) Market Risk

56.01 Credit Risk:

Credit risk is the risk of a financial loss to the company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the company's receivables from institutional and export customers etc. Management has a credit policy in place and the exposure to credit risk is monitored on an ongoing basis. In monitoring credit risk, debtors are grouped according to their risk profile, i.e. their legal status, financial condition, ageing profile etc. Accounts receivable are related to sale of generic pharmaceuticals products, basic chemical products, animal health products and pesticide products. The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the statement of financial position.

(a) Exposure of Credit Risk

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk at the reporting date was:

Particulars	30.06.2025	30.06.2024
Advance, Deposits & Prepayments	626,722,281	637,043,841
Trade and Other Receivables	819,913,475	795,360,403
Cash and Cash Equivalents	12,880,272	13,823,267
Total	**1,459,516,028**	**1,446,227,511**

(b) Ageing of Receivables

Particulars	30.06.2025	30.06.2024
Dues within 3 months	228,271,457	116,608,275
Dues over 3 months but within 6 months	174,909,298	77,738,850
Dues over 6 months	416,732,719	179,397,347
Total	**819,913,475**	**373,744,472**

(c) Cash and Bank balances:		
Cash in hand	195,643	796,824
Cash at bank	12,684,629	13,026,443
Total	**12,880,272**	**13,823,267**

56.02 Liquidity Risk:

Liquidity risk is the risk that the company will not be able to meet its financial obligations as they fall due. The Company's approach to managing liquidity (Cash and cash equivalents) is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or jeopardizing to the company's reputation. Typically, the company ensures that it has sufficient cash and cash equivalent to meet expected operational expenses, including financial obligations through preparation of the cash flow forecast, based on time line of payment of financial obligations and accordingly arrange for sufficient liquidity/fund to make the expected payments within due dates. Moreover, the company seeks to maintain short term lines of credit with scheduled commercial banks to ensure payment of obligation in the event that there is insufficient cash to make the required payment. The requirement is determined in advance through cash flow projections and credit lines with banks are negotiated accordingly. The following are the contractual maturities of financial liabilities:

Category of Liabilities	Year	Carrying Amount Taka	Contractual Cash Flow Taka	Cash Flow Within 0-12 Months Taka
Long Term Borrowings	30.06.26	799,681,362	799,681,362	-
Short Term Bank Borrowings	30.06.26	334,824,927	334,824,927	-
Liabilities for Expenses	30.06.26	26,861,260	26,861,260	-
Trade and Other Payables	30.06.26	28,364,073	28,364,073	-
Total		**390,040,260**	**390,040,260**	-

56.03 Market Risk:

Market risk is the risk that changes in market prices, such as foreign exchanges rates, interest rates and equity prices will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

(a) Currency Risk

The company is exposed to currency risk on sales, purchase that are denominated in a currency other than the respective functional currencies of the entities, primarily the BDT Tk. but also USD. The risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to Company's operating activities with the foreign suppliers.

(i) Foreign exchange rate sensitivity analysis for foreign currency expenditures:

A strengthening or weakening of the Taka, as indicated below, against the USD at 30 June 2025 would have increased/(decreased) equity and profit or loss. This analysis is based on foreign currency exchange rate variances that the Company considered to be reasonably possible at the reporting date. The analysis assumes that all other variables, in particular interest rates, remain constant.

(b) Interest Rate Risk

Interest rate risk is the risk that arises due to changes in interest rates on fixed deposit receipt (FDR) and short notice deposit (SND). The Company is not significantly exposed to fluctuation in interest rates as it has neither floating interest rate bearing financial liabilities nor has any type of derivative instrument in order to hedge interest rate risk as at the reporting date.

c) Other Price risk

Equity price risk arises from available-for-sale equity securities held for meeting partially the unfunded portion of the Company's defined benefit pension obligations as well as investments at fair value through profit and loss (other than those arising from interest rate risk and currency risk). The Company is not exposed to any equity price risk, as the Company does not have any investment in equity shares and also to commodity price risk.

57.00 Disclosure as per requirement of Schedule XI, Part II of the Companies Act, 1994:

A. Disclosure as per requirement of Schedule XI, Part II, Note 5 of Para 3:

Employee position of the company as at 30 June, 2025:

Salary (Monthly)	Officer & Staff	Worker	Total Employees
	Factory & Head Office		
Below Tk. 3,000/-	-	-	-
Above Tk. 3,000/-	108	172	280
Total	**108**	**172**	**280**

The company has complied with the Minimum Wages Gazette Notification: SRO No. 39/Law/2017 dated 23 February, 2017 and there are no employees to receive below minimum wages during the reporting year.

	2024-2025 Taka	2023-2024 Taka

B. Disclosure as per requirement of Schedule XI, Part II, Para 4:

Name of Directors	Designation	Salary	Festival Bonus	Total Payment
Engr. Md. Abu Noman Howlader	Chairman	-	-	-
Engr. Hasan Morshed Chowdhury	Manging Director	5,632,000	-	5,632,000
Engr. Mohammad Badrul Hassan	Director	-	-	-
Engr. Mohammad Ruhul Majid	Director	-	-	-
Md.Enayet Hossen	Independent Director	-	-	-
Major Md. Sabir Ahmad (Retd)	Independent Director	-	-	-
Total		**5,632,000**	-	**5,632,000**

Period of payment to Directors is from 01 July, 2024 to 30 June, 2025.

The above Directors of the company did not take any benefit from the company and the follows:

a. Expenses reimbursed to the managing agent - Nil

b. Commission or other remuneration payable separately to a managing agent or his associate -Nil

c. Commission received or receivable by the managing agent or his associate as selling or buying agent of other concerns in respect of contracts entered into such concerns with the company-Nil

d. The money value of the contracts for the sale or purchase of goods and materials or supply of services, enter into by the company with the managing agent or his associate during the financial year-Nil

e. Any other perquisites or benefits in cash or in kind stating-Nil

f. Other allowances and commission including guarantee commission-Nil

Pensions, etc.-

1) Pensions-Nil

2) Gratuities :

Gratuity Payment

3) Payment from Provident Fund :

Company's Contribution to PF

4) Compensation for loss of office-Nil

5) Consideration in connection with retirement from office-Nil

C. Disclosure as per requirement of Schedule XI, Part II, Para 7

Details of Production Capacity Utilization:

Particulars	Licensed Capacity(MT)	Installed Capacity (MT)	Actual Production (MT)	Capacity Utilization	Name of Product
Annual Production capacity in MT	Not Mentioned in License	16,000	5,017	31.36%	PEB

Details of revenue from finished goods:

Revenue consists of Pre-Engineered Steel Building (PEB). The summarized quantities are as under:

Particulars	Opening Balance (In MT)	Production (In MT)	Sales (In MT)	Closing Balance (In MT)
Pre-Engineered Steel Building (PEB)	495	5,017	4,562	951
Total	**495**	**5,017**	**4,562**	**951**

D. Disclosure as per requirement of Schedule XI, Part II, Para 8

Raw materials, spare parts, packing materials and capital machinery:

Items	Opening Balance	Total Purchase	Consumption	Closing Balance	% of Consumption of Total Purchase
Raw materials (In Tk.)	285,690,061	251,231,949	346,634,815	190,287,195	137.97%
Total Raw materials (In Tk.)	**285,690,061**	**251,231,949**	**346,634,815**	**190,287,195**	

	2024-2025 Taka	2023-2024 Taka

Value of export and Domestic Sales

Particulars	In foreign currencies (US$)	In BDT
Export	-	740,003
Domestic Sales	-	592,172,873
Total	-	**592,912,876**

i) The company has not incurred any expenditure in foreign currencies for the period from 01 July, 2024 to 30 June, 2025 on account of royalty, know-how, professional fees, consultancy fees and interest;
ii) The company has not earned any foreign exchanges for royalty, know-how, professional fees, consultancy fees and interest;

E. Disclosure as per requirement of Schedule XI, Part II, Para 3:

Requirements under Condition No.	Compliance status
3(i)(a) The turnover	Complied
3 (i)(b) Commission paid to the selling agent (incentive)	Not Applicable
3(i)(c) Brokerage and discount on sales, other than the usual trade discount	Not Applicable
3(i)(d)(i) The value of the raw materials consumed, giving item wise as possible	Complied
3(i)(d)(ii) The opening and closing stocks of goods produced	Complied
3(i)(e) In the case of trading companies, the purchase made and the opening and closing stocks	Complied
3(i)(f) In the case of companies rendering or supplying services, the gross income derived from services rendered or supplied	Not Applicable
3(i)(g) Opening and closing stocks, purchases, sales and consumption of raw materials with value and quantity break-up for the company, which falls under one or more categories i.e. manufacturing and/or trading	Complied
3(i)(h) In the case of other companies, the gross income derived under different heads	Not Applicable
3(i)(i) Work-in-progress, which have been completed at the commencement and at the end of the accounting period	Complied
3(i)(j) Provision for depreciation, renewals or diminution in value of fixed assets	Complied
3(i)(k) Interest on the debenture paid or payable to the Managing Director, Managing Agent and Manager	Not Applicable
3(i)(l) Charge of income tax and other taxation on profits	Complied
3(i)(m) Revised for repayment of share capital and repayment of loans	Complied
3(i)(n)(i) Amount set aside or proposed to be set aside, to reserve, but not including provisions made to meet any specific liability, contingency or commitment, known to exist at the date as at which the balance sheet is made up	Not Applicable
3(i)(n)(ii) Amount withdrawn from above mentioned reserve	Not Applicable
3(i)(o)(i) Amount set aside to provisions made for meeting specific liabilities, contingencies of commitments	Not Applicable
3(i)(o)(ii) Amount withdrawn from above mentioned provisions, as no longer required	Not Applicable
3(i)(p) Expenditure incurred on each of the following items, separately for each item: (i) Consumption of stores and spare parts (ii) Power and Fuel (iii) Rent (iv) Repairs of Buildings (v) Repairs of Machinery (vi) Other include: (1) Salaries, wages and bonus (2) Contribution to provident and other funds (3) Workmen and staff welfare expenses to the extent not adjusted from any (4) Any previous provision or reserve	Complied

F. Disclosure of Advances, Deposits and Pre-payments of Schedule XI of the Companies Act, 1994:

The details break-up of Advances, Deposits and Pre-payments as per requirement of Schedule XI of the Companies Act, 1994 as stated below:

Particulars	30-06-2025	30-06-2024
Advances, Deposits and Pre-payments exceeding 6 months	584,429,649	562,889,182
Advances, Deposits and Pre-payments not exceeding 6 months	42,292,632	74,154,659
Other Advances, Deposits & Pre-payments less provision	Nil	Nil
Advances, Deposits and Pre-payments considered good and secured	Nil	Nil
Advances, Deposits and Pre-payments considered goods without security	626,722,281	637,043,841
Advances, Deposits and Pre-payments considered doubtful or bad	Nil	Nil
Advances, Deposits and Pre-payments due by Directors	Nil	Nil
Advances, Deposits and Pre-payments due by other officers (against salary)	1,164,021	1,567,533
Advances, Deposits and Pre-payments due from companies under same management	-	-
Maximum Advances, Deposits & Pre-payments due by Directors	Nil	Nil
Maximum Advances, Deposits & Pre-payments due by Officers at any time	Nil	Nil

These financial statements has been read in conjunction with the annexed notes and were approved by the Board of Directors on 27 October, 2025 and were signed.

Bangladesh Building Systems PLC.

Schedule of Property, Plant and Equipments
as on 30 June, 2025

Annexure-A

i) Tangible Assets

Sl. No	Particulars	Cost				Rate of Dep. (%)	Depreciation				Written Down Value as on 30.06.2025
		Balance as on 01.07.2024	Addition during the year	Adjustment/ Disposal	Total Cost as on 30.06.2025		Balance as on 01.07.2024	Charged during the year	Adjustment/ Disposal	Accumulated Dep. on 30.06.2025	
		1	2	3	4(1+2+3)	5	6	7	8	9(6+7-8)	10(4-9)
1	Land & Land Development	250,425,996	-	-	250,425,996	-	-	-	-	-	250,425,996
2	Factory Building & Other Construction	551,499,218	-	-	551,499,218	5%	223,889,500	16,075,902	-	239,965,402	311,533,816
3	Plant & Machinery	790,715,779	177,000	-	790,892,779	10%	528,256,142	25,280,991	-	553,537,133	237,355,646
4	Electrical Installation	31,532,342	-	-	31,532,342	15%	25,496,828	855,663	-	26,352,491	5,179,851
5	Furniture & Fixtures	20,303,315	-	-	20,303,315	10%	15,804,846	433,257	-	16,238,103	4,065,212
6	Office Equipment & Computer	16,930,597	-	-	16,930,597	15%	12,404,792	641,630	-	13,046,422	3,884,175
7	Motor Vehicales	37,065,937	-	7,280,272	29,785,665	5%	12,078,283	1,226,153	3,346,304	9,958,112	19,827,553
8	Office Decoration	7,941,218	-	-	7,941,218	10%	5,603,958	225,107	-	5,829,065	2,112,153
	Total as on 2025	**1,706,414,402**	**177,000**	**7,280,273**	**1,699,311,131**		**823,534,329**	**44,738,703**	**3,346,304**	**864,926,728**	**834,384,402**
	Total as on 2024	**1,705,974,402**	**440,000**	**-**	**1,706,414,402**		**774,937,026**	**48,597,303**	**-**	**823,534,329**	**882,880,073**

Depreciation has been charged on different cost centers as under at historical cost:

Sl. No	Particulars	Manufacturing Expenses	Rate of Allocation (%)	Administrative Expenses	Rate of Allocation (%)	Selling & Distribution Expenses	Rate of Allocation (%)	Total
1	Factory Building & Other Construction	16,075,902	100%	-	-		-	16,075,902
2	Plant & Machinery	25,280,991	100%	-	-		-	25,280,991
3	Electrical Installation	427,832	50%	342,265	40%	85,566	10%	855,663
4	Furniture & Fixtures	151,640	35%	216,629	50%	64,989	15%	433,257
5	Office Equipment & Computer	64,163	10%	192,489	30%	384,978	60%	641,630
6	Motor Vehicles	-	-	245,231	20%	980,922	80%	1,226,153
7	Office Decoration	-	-		-	225,107	100%	225,107
	Total Taka	**42,000,527**		**996,613**		**1,741,562**		**44,738,703**

ii) Intangible Assets

Sl. No	Particulars	Cost				Rate of Dep. (%)	Depreciation				Written Down Value as on 30.06.2025
		Balance as on 01.07.2024	Addition during the year	Adjustment/ Disposal	Total Cost as on 30.06.2025		Balance as on 01.07.2024	Charged during the year	Adjustment/ Disposal	Accumulated Dep. on 30.06.2025	
		1	2	3	4 (1+2+3)	5	6	7	8	9 (6+7-8)	10 (4-9)
1	Accounting Software	380,000	-	-	380,000	10%	270,926	10,505	-	281,431	98,569
2	Share Management Software	250,000	-	-	250,000	10%	176,444	7,084	-	183,528	66,472
3	Website Development	140,620	-	-	140,620	10%	97,542	4,149	-	101,691	38,929
4	Aveva Bocad Roof and Wall (software)	1,258,935	-	-	1,258,935	10%	429,720	79,863	-	509,583	749,352
	Total as on 2025	2,029,555	-	-	2,029,555		974,632	101,601	-	1,076,233	953,322
	Total as on 2024	2,029,555			2,029,555		862,200	112,432		974,632	1,054,923

Amortization has been charged on cost centers as follows:

Particulars	30.06.2025
Administrative Overhead	101,601
Selling & Distribution Expenses	-
Total	101,601

MEMBERS' DIARY

ANNUAL GENERAL MEETING (AGM)

No. of AGM	:	22nd AGM
Date	:	Tuesday, December 23, 2025
Venue	:	Hybrid System Physical Presence Venue: Factory Premises, Jaina Bazar, Telehata, Sreepur, Gazipur Digital Platform Link: https://bbs.bdvirtualagm.com
Time	:	10:00 AM.

RECORD DATE

The Record date was Monday, November 17, 2025



FINANCIAL CALENDAR

Financial Year: 1st July to 30th June.

During the year 2024-2025 operational results of the company were announced on:

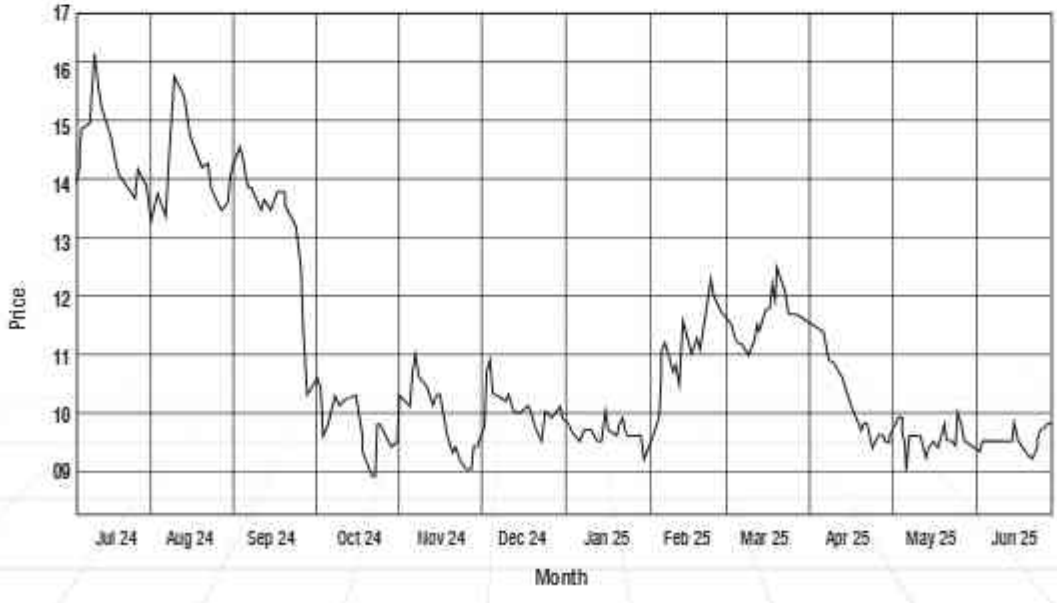


July, August, September	1st Quarter Report: 13th November, 2024
October, November, December	2nd Quarter Report: 29th January, 2025
January, February, March	3rd Quarter Report: 29th April, 2025
April, May, June	Corporate Declaration: 27th October, 2025

BBS PLC's SHARE PRICE ON STOCK EXCHANGE

Movement of Close share price on Dhaka Stock Exchange PLC (DSE) during the year 2024-2025

Highest value: 16.70 | Lowest value: 09.40



DIVIDEND DATE

No Dividend has been recommended on 27th October, 2025 and it will be placed for approval to the members in ensuing 22nd AGM.

LISTING

The company's shares are listed at the Dhaka Stock Exchange PLC (DSE), and Chittagong Stock Exchange PLC (CSE) of Bangladesh.
Face Value Per Share: Tk 10/=

CLOSING PRICE OF PER SHARE

Closing Price of per share of BBS PLC as at 30 June, 2025 was Taka 10.30 at DSE & Taka 10.30 at CSE.

DIVIDEND DECLARATION FOR SHAREHOLDERS

Year	Rate of Dividend	Form of Dividend
2024-2025	No Dividend	-
2023-2024	0.5%	Cash (Recommended)
2022-2023	No Dividend	-
2021-2022	3.5%	Cash
2020-2021	2%	Cash
2019-2020	5% & 5%	Cash & Stock (Bonus) respectively
2018-2019	10%	Stock (Bonus)
2017-2018	10%	Stock (Bonus)
2016-2017	5% & 10%	Cash & Stock (Bonus) respectively
2015-2016	5% (excluding sponsors) & 10%	Cash & Stock (Bonus) respectively

EPS (Basic)

Year	Taka
2024-2025	(0.59)
2023-2024	0.07
2022-2023	(1.01)
2021-2022	1.65
2020-2021	(0.22)
2019-2020	0.70
2018-2019	1.98

MARKET CAPITALIZATION (DSE)

Year ended on 30th June	Taka in million
2025	1,678
2024	2,281
2023	3,519
2022	3,845
2021	2,884
2020	2,514
2019	3,964

INVESTOR CORRESPONDENCE

01, Mohakhali C/A, Advanced Noorani Tower (Level-08), Dhaka-1212.
Tel: +88-02-222288917; E-mail : secretary@bbspeb.com

SOME SNAPSHOT OF MEETING

Pursuant to the Bangladesh Securities and Exchange Commission's (BSEC) Order No. SEC/SRMIC/94-231/25 dated July 08, 2020, the 21st Annual General Meeting for the year of 2023-2024 was held through Hybrid System.





OUR STATE-OF-THE-ART IN PEB STEEL STRUCTURE (SOME VIEWS)









OUR STATE-OF-THE-ART IN PEB STEEL STRUCTURE (SOME VIEWS)









Bangladesh Building Systems PLC.

(Pre-Engineered Steel Building Manufacturer)

01, Mohakhali C/A, Advanced Noorani Tower (Level-08), Dhaka-1212., Tel: +88 02 222288917, E-mail : info@bbspeb.com

PROXY FORM

I/We .....

(Reg. Folio/BO ID # .....)

of ..... being a member of Bangladesh Building Systems PLC. appoint

Mr./Ms. .....

(Reg. Folio/BO ID # .....)

of ..... as my proxy to attend and vote for me/us and on my/our behalf at the 22nd Annual General Meeting of the company, to be held on the Tuesday, the 23rd December, 2025 at 10.00 a.m. at Hybrid System.

As witness my / our hand this ..... Day of December, 2025.

AFFIX
TK 100
STAMP

(Signature of the proxy)
Dated: .....

(Signature of the Shareholder)
Dated: .....

NOTE:

1) A member entitled to attend and vote at the 22nd Annual General Meeting may appoint at Proxy to attend and vote in his/her stead.
2) The Proxy Form, duly completed, stamped and signed must be deposited at least 48 hours before the meeting at the company's Share Office or through email : secretary@bbspeb.com or saif@bbspeb.com

Bangladesh Building Systems PLC.

(Pre-Engineered Steel Building Manufacturer)

01, Mohakhali C/A, Advanced Noorani Tower (Level-08), Dhaka-1212., Tel: +88 02 222288917, E-mail : info@bbspeb.com

ATTENDANCE SLIP

I do hereby record my attendance at the 22nd Annual General Meeting being held on Tuesday, the 23rd December, 2025 at 10.00 a.m.

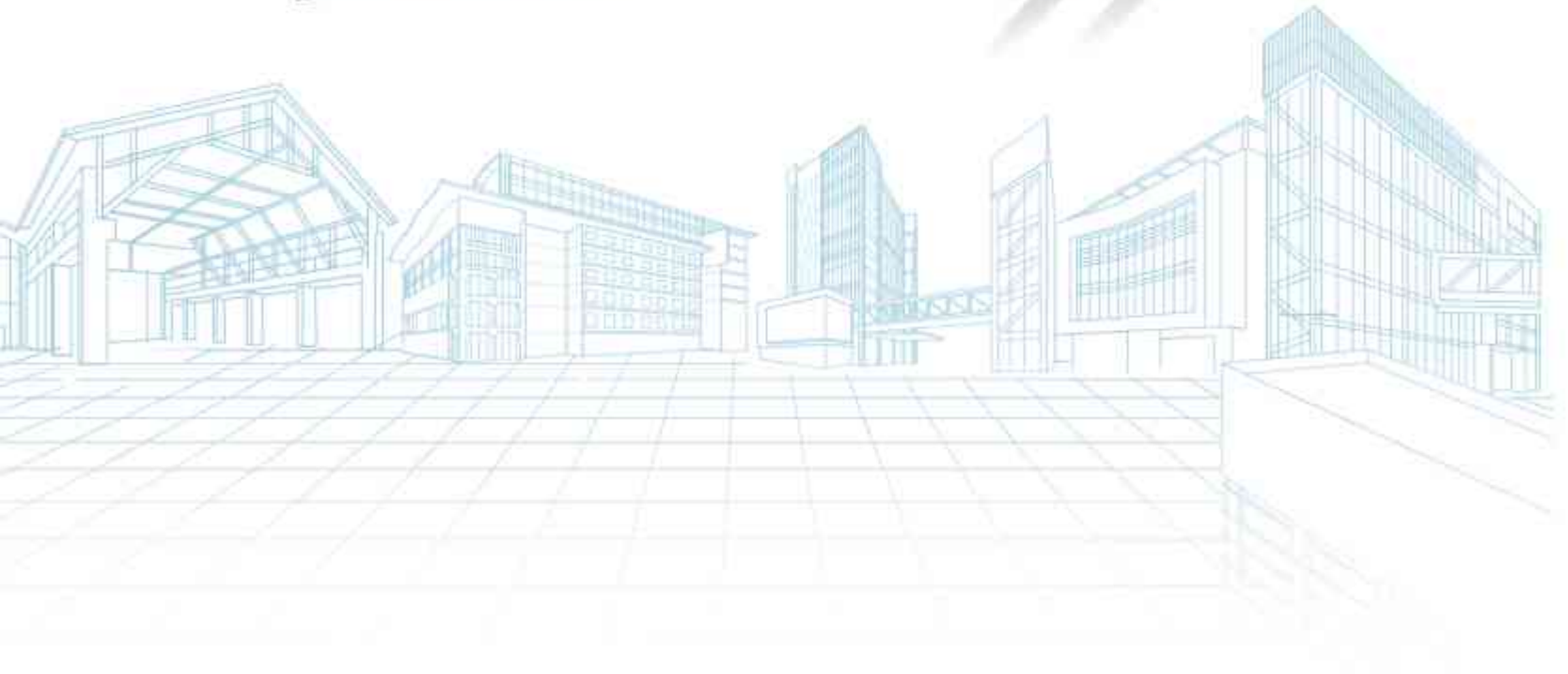
through Hybrid System. Name of Member/ Proxy.....

Folio/ BO No | | | | | | | | | | | | | | | | | |

Signature
Date: .....

Note: (i) Shareholders attending the meeting in person or by Proxy are requested to complete the attendance slip.
(ii) Signature of shareholder should confirm to the specimen signature recorded with the company.
(iii) Please bring this attendance slip with you. Admission into the meeting room will not be allowed without it.
(iv) No gift/benefit in cash or kind shall be paid to the holders of equity securities in terms of Clause (c) of the Notification No. SEC/SRMI/2000-953/1950 dated 24th October, 2000 for attending the Annual General Meeting of the Company.

“পুঁজিবাজার ঝুঁকিপূর্ণ,
জেনে ও বুঝে বিনিয়োগ করুন।”



Corporate Office
01, Mohakhali C/A, Advanced Noorani Tower (Level 8),
Dhaka 1212, Bangladesh.
Tel: +88 02 222288917, 222288916

Sales & Marketing Office
Configure Bepari Tower (Level 3), Ga-64, Middle Badda,
Progati Swarani, Dhaka 1212, Bangladesh
Tel: +88 02 222294771, 222295915

Factory: Jaina Bazar, Telehate
Sreepur, Gazipur, Bangladesh

Email : info@bbspeb.com
Web : www.bbspeb.com

be Safe with steel Building